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RECUEIL DES SOCIETES ET ASSOCIATIONS

Le présent recueil contient les publications prévues par la loi modifiée du 10 août 1915 concernant les sociétés commerciales et par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

C — N° 153 19 janvier 2012

SOMMAIRE

UBS Luxembourg Sicav, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 33A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 76.778.

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In the year two thousand and eleven, on the twenty-seventh of December.

Before the undersigned Maître Henri Hellinckx, notary, residing in Luxembourg, Grand Duchy of Luxembourg.

Was held an extraordinary general meeting (the "Meeting") of the shareholders of UBS LUXEMBOURG SICAV (the "Company"), an investment company with variable capital (Société d'Investissement à Capital Variable), having its registered office at 33A avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxemburg, registered with the Luxembourg Register of Trade and Companies under number B 76.778 and incorporated under the laws of the Grand Duchy of Luxembourg pursuant to a deed of Maître Jacques Delvaux, notary residing in Luxembourg, on July 12, 2000, published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 592 of August 18, 2000. The articles of incorporation have been modified by a deed of Maître Jacques Delvaux, notary residing in Luxembourg, on February 13, 2006, published in the Mémorial number 1054 of May 30, 2006.

The extraordinary general meeting of shareholders is presided by Mrs Sandra Ehlers, professionally residing in L-1855 Luxembourg, Grand Duchy of Luxembourg who appoints as secretary Mrs Chantal Walch, professionally residing in L-1855 Luxembourg, Grand Duchy of Luxembourg.

The extraordinary general meeting of shareholders elects as scrutineer Mrs Chantal Walch, professionally residing in L-1855 Luxembourg, Grand Duchy of Luxembourg.

I. The shareholders represented and the number of shares held by each of them is shown on an attendance list, which is signed by the proxyholders, the chairman, the secretary and the scrutineer and the undersigned notary. Said attendance list will be attached to the present deed to be filed with the registration authorities. Out of 1,129,523.1220 issued, one share is represented at the present meeting.

II. The extraordinary general meeting of the shareholders of the Company convened for November 18, 2011 could not validly deliberate on the agenda for lack of quorum, and the present Meeting has been reconvened by notices containing the agenda published in the Mémorial C, Recueil des Sociétés et Associations, the Luxemburger Wort and the Tageblatt on November 23, 2011 and December 9, 2011. As a result of the foregoing, the Meeting is validly constituted and can validly deliberate and decide on all the items of the agenda.

III. That the agenda is as follows:

With effect as of 1 Januar 2012:

1. To submit the Company, which was governed until 1 July 2011 by the provisions of Part I of the law of 20 December 2002 on undertakings for collective investment, to the provisions of Part I of the law of 17 December 2010 on undertakings for collective investment, implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009, and to amend a series of Articles of the Company's articles of incorporation (the "Articles of Incorporation"), in particular (not exhaustive summary):

- To replace any reference to the law of 20 December 2002 on undertakings for collective investment by references to the law of 17 December 2010 on undertakings to collective investment;

- To amend Article 4 "Corporate object" (formerly "Purpose") of the Articles of Incorporation so as to read as follows:

"The exclusive purpose of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide the shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote this purpose and will do this in the broadest possible sense in accordance with Part I of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law")."

- To insert in Articles 11, 17 and 24 of the Articles of Incorporation specific rules for sub-funds established as a master/feeder structure;

- To insert a new paragraph in Article 17 of the Articles of Incorporation in order to provide the Company with the authority to perform cross-sub-fund investments;

- To amend Articles 24 of the Articles of Incorporation in order to adjust mergers and liquidations of sub-funds to the rules of the 2010 Law.

2. To adjust a series of Articles of the Company's Articles of Incorporation to meet UBS standards, in particular (not exhaustive summary):

- To allow pooling and co-management of assets of two or more sub-funds and to amend Article 5 Articles of Incorporation accordingly.

- To amend Article 10 of the Articles of Incorporation in order to allow the adjustments to the net asset value of share classes if on any trading day the total number of subscription and redemption applications for all share classes in a subfund leads to a net cash in-or outflow (so-called "swing-pricing").

- To insert a new paragraph in Article 14 of the Articles of Incorporation in order to mention the authority of the Company's board of directors to appoint a designated management company for the Company.

3. To change the date of the annual general meeting and the Company's financial year as well as to consequently adapt Article 23 and 25 of the Articles of Incorporation.

4. To delete the French translation of the Articles of Incorporation and to draw up the Articles of Incorporation or any amendment thereto henceforth only in English without any translation enclosed.

5. To restate the Articles of Incorporation as a whole in order to reflect the foregoing.

6. Miscellaneous.

After the foregoing was approved by the meeting, the meeting unanimously took THE FOLLOWING RESOLUTIONS:

The general meeting decides with effect to January 1 st , 2012:

1. To submit the Company, which was governed until 1 July 2011 by the provisions of Part I of the law of 20 December 2002 on undertakings for collective investment, to the provisions of Part I of the law of 17 December 2010 on undertakings for collective investment, implementing Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009, and to amend a series of Articles of the Company's articles of incorporation (the "Articles of Incorporation"), in particular (not exhaustive summary):

- To replace any reference to the law of 20 December 2002 on undertakings for collective investment by references to the law of 17 December 2010 on undertakings to collective investment;

- To amend Article 4 "Corporate object" (formerly "Purpose") of the Articles of Incorporation so as to read as follows:

"The exclusive purpose of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide the shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote this purpose and will do this in the broadest possible sense in accordance with Part I of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law")."

- To insert in Articles 11, 17 and 24 of the Articles of Incorporation specific rules for sub-funds established as a master/feeder structure;

- To insert a new paragraph in Article 17 of the Articles of Incorporation in order to provide the Company with the authority to perform cross-sub-fund investments;

- To amend Articles 24 of the Articles of Incorporation in order to adjust mergers and liquidations of sub-funds to the rules of the 2010 Law.

2. To adjust a series of Articles of the Company's Articles of Incorporation to meet UBS standards, in particular (not exhaustive summary):

- To allow pooling and co-management of assets of two or more sub-funds and to amend Article 5 Articles of Incorporation accordingly.

- To amend Article 10 of the Articles of Incorporation in order to allow the adjustments to the net asset value of share classes if on any trading day the total number of subscription and redemption applications for all share classes in a subfund leads to a net cash in-or outflow (so-called "swing-pricing").

- To insert a new paragraph in Article 14 of the Articles of Incorporation in order to mention the authority of the Company's board of directors to appoint a designated management company for the Company.

3. To change the date of the annual general meeting and the Company's financial year as well as to consequently adapt Article 23 and 25 of the Articles of Incorporation.

4. To delete the French translation of the Articles of Incorporation and to draw up the Articles of Incorporation or any amendment thereto henceforth only in English without any translation enclosed.

5. To restate the Articles of Incorporation as follows:

"Title I. Name - Registered office - Duration – Purpose

Art. 1. Name. There exists among the subscribers and all those who may become owners of shares hereafter issued, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") under the name of "UBS LUXEMBOURG SICAV" (herein after the "Company").

Art. 2. Registered Office. The registered office of the Company is established in Luxembourg, Grand Duchy of Luxembourg. Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad (but in no event in the United States of America, its territories or possessions) by decision of the Board of Directors (herein after the "Board").

In the event that the Board determines that extraordinary political, economical, social or military events and developments have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have

no effect on the nationality of the Company which, notwithstanding such temporary transfer, will remain a Luxembourg corporation.

Art. 3. Duration. The Company is established for an unlimited period of time. The Company may at any time be dissolved by a resolution of the shareholders, adopted in the manner required for amendment of these Articles of Incorporation by law.

Art. 4. Purpose. The exclusive purpose of the Company is to invest the assets available to it in transferable securities and other assets permitted by law, in accordance with the principle of risk diversification and with the objective to provide the shareholders with the income from and the results of the management of its assets.

The Company may take any measures or carry out any transactions that it considers appropriate to achieve and promote this purpose and will do this in the broadest possible sense in accordance with Part I of the law dated 17 December 2010 on undertakings for collective investment, as amended from time to time (the "2010 Law").

Title II. Share capital - Shares - Net asset value

Art. 5. Share Capital. The capital of the Company shall at any time be equal to the total net assets of all Subfunds of the Company as defined in Article 10 hereof and shall be represented by fully paid up shares of no par value, divided into several categories, as the Board may decide to issue within the relevant Subfund.

The Board may decide, in accordance with Article 7, if and from which date shares of different categories shall be offered for sale, those shares to be issued on terms and conditions as shall be decided by the Board. A portfolio of assets shall be established for each Subfund of shares or for two or more categories of shares in the manner as described in article 10 hereof.

Such shares may, as the Board shall determine, be of different classes corresponding to separate portfolios of assets (each a "Subfund"), (which may as the Board may determine, be denominated in different currencies) and the proceeds of the issue of shares of each Subfund be invested pursuant to Article 4 hereof for the exclusive benefit of the relevant Subfund in transferable securities or other assets permitted by law as the Board may from time to time determine in respect of each Subfund.

With regard to creditors the Fund is a single legal entity the assets of a particular Subfund are only applicable to the debts, engagements and obligations of that Subfund. In respect of the relationship between the shareholders, each Subfund is treated as a separate entity.

The minimum capital shall be one million two hundred fifty thousand Euros (1,250,000.-EUR) and has to be reached within six months after the date on which the Company has been authorised as a collective investment undertaking under Luxembourg law. The initial capital is forty thousand Euros (40.000.-EUR) divided into eight (8) fully paid up shares of no par value.

The Company has the power to acquire for its own account its shares at any time. The Board of Directors may permit internal pooling and/or joint management of assets from particular Subfunds in the interests of efficiency. In this case, assets from different Subfunds will be managed together. The assets under joint management are referred to as a "pool". Pools are used exclusively for internal management purposes, are not separate units and cannot be accessed directly by shareholders.

Pooling

The Company may invest and manage all or part of the portfolio assets held by two or more Subfunds (for this purpose called "participating Subfunds") in the form of a pool. Such an asset pool is created by transferring to it cash and other assets (if these assets are in line with the investment policy of the pool concerned) from each of the participating Subfunds to the asset pool.

The Company can then make further transfers to the individual asset pools. Equally, assets can also be transferred back to a participating Subfund up to the amount of the participation of the Subfund concerned.

The participation of a participating Subfund in an asset pool is evaluated by reference to notional units of the same value in the relevant asset pool. When an asset pool is created, the Board of Directors shall specify the initial value of the notional units (in a currency that the Board of Directors considers appropriate) and allot to each participating Subfund notional units having an aggregate value equal to the amount of the cash (or other assets) it has contributed. Thereafter, the value of the notional units will then be determined by dividing the net assets of the asset pool by the number of existing notional units.

If additional cash or assets are contributed to or withdrawn from an asset pool, the notional units assigned to the participating Subfund concerned will increase or diminish, as the case may be, by a number, which is determined by dividing the amount of cash or the value of assets contributed or withdrawn by the current value of the participating Subfund's participation in the asset pool. If cash is contributed to the asset pool, for calculation purposes it is reduced by an amount that the Board of Directors considers appropriate in order to take account of any tax expenses as well as the closing charges and acquisition costs relating to the investment of the cash concerned. If cash is withdrawn, a corresponding deduction may be made in order to take account of any costs related to the disposal of securities or other assets of the asset pool.

Dividends, interests and other income-like distributions, which are obtained from the assets of an asset pool, are allocated to the asset pool concerned and thus lead to an increase in the respective net assets. If the Company is liquidated, the assets of an asset pool are allocated to the participating Subfunds in proportion to their respective share in the asset pool.

Joint management

In order to reduce operating, administrative and management costs and at the same time to permit broader diversification of investments, the Board of Directors may decide to manage part or all of the assets of one or more Subfunds in combination with assets that belong to other Subfunds or to other undertakings for collective investment. In the following paragraphs, the term "jointly managed entities" refers globally to the Company and each of its Subfunds and all entities with or between which a joint management agreement would exist; the term "jointly managed assets" refers to the entire assets of these jointly managed entities which are managed according to the same aforementioned agreement.

As part of the joint management agreement, the relevant Company's portfolio manager(s) will, on a consolidated basis for the relevant jointly managed entities, be entitled to make decisions on investments and sales of assets which have an influence on the composition of the Company's and its Subfunds' portfolio. Each jointly managed entity holds a portion in the jointly managed assets corresponding to the proportion of its net assets to the total value of the jointly managed assets. This proportionate holding (for this purpose called the "participation arrangement") applies to each and all investment categories which are held or acquired in the context of joint management. Decisions regarding investments and/or sales of investments have no effect on this participation arrangement: further investments will be allotted to the jointly managed entities in the same proportions and, in the event of a sale of assets, these will be subtracted proportionately from the jointly managed assets held by the individual jointly managed entities.

In the case of new subscriptions in one of the jointly managed entities, the subscription proceeds are to be allocated to the jointly managed entities in accordance with the changed participation arrangement resulting from the increase in net assets of the jointly managed entity having benefited from the subscriptions. The level of the investments will be modified by the transfer of assets from one jointly managed entity to the other, and thus adapted to suit the changed participation arrangement. Similarly, in the case of redemptions for one of the jointly managed entities, the necessary liquid funds shall be taken from the liquid funds of the jointly managed entities in accordance with the changed participation arrangement resulting from the reduction in net assets of the jointly managed entity which has been the subject of the redemptions, and in this case the particular level of all investments will be adjusted to suit the changed participation arrangement.

Shareholders should be aware that the joint management agreement may result in the composition of the assets of a particular Subfund being affected by events which concern other jointly managed entities, e.g. subscriptions and redemptions, unless the members of the Board of Directors or one of the duly appointed agents of the Company resort to special measures. If all other aspects remain unchanged, subscriptions received by an entity under joint management with the Subfund will therefore result in an increase in the cash reserve of this Subfund. Conversely, redemptions of an entity under joint management with the Subfund will result in a reduction of the cash reserve of this Subfund. However, subscriptions and redemptions can be executed on the special account that is opened for each jointly managed entity outside the joint management agreement and through which subscriptions and redemptions must pass. Because of the possibility of posting extensive subscriptions and redemptions to these special accounts, and the possibility that the Board of Directors or one of the duly appointed agents of the Company may decide at any time to terminate the participation of the Subfund in the joint management agreement, the Subfund concerned may avoid having to rearrange its portfolio if this could adversely affect the interests of the Company, its Subfunds and its shareholders.

If a change in the portfolio composition of the Company or one or several of its relevant Subfunds as a result of redemptions or payments of fees and expenses referring to another jointly managed entity (i.e. which cannot be counted as belonging to the Company or the Subfund concerned) might result in a violation of the investment restrictions applying to the Company or the particular Subfund, the relevant assets will be excluded from the joint management agreement before implementing the change so that they are not affected by the resulting adjustments. Jointly managed assets of a particular Subfund will only be managed in common with assets intended to be invested according to the same investment objectives that apply to the jointly managed assets in order to ensure that investment decisions are compatible in all respects with the investment policy of the particular Subfund. Jointly managed assets may only be managed in common with assets for which the same portfolio manager is authorised to make decisions in investments and the sale of investments, and for which the custodian bank also acts as a depositary so as to ensure that the custodian bank is capable of performing its functions and responsibilities in accordance with the 2010 Law and statutory requirements in all respects for the Company and its Subfunds. The custodian bank must always keep the assets of the Company separate from those of the other jointly managed entities; this allows it to determine the assets of the Company and of each individual Subfund accurately at any time. Since the investment policy of the jointly managed entities does not have to correspond exactly with that of a Subfund, it is possible that their joint investment policy may be more restrictive than that of that Subfund.

The Board of Directors may decide to terminate the joint management agreement at any time without giving prior notice.

Shareholders may enquire at any time at the Company's registered office as to the percentage of jointly managed assets and entities with which there is a joint management agreement at the time of their enquiry.

The composition and percentages of jointly managed assets must be stated in the annual reports.

Joint management agreements with non-Luxembourg entities are permissible if (i) the agreement in which the non-Luxembourg entity is involved is governed by Luxembourg law and Luxembourg jurisdiction or (ii) each jointly managed entity is equipped with such rights that no creditor and no insolvency or bankruptcy administrator of the non-Luxembourg entity has access to the assets or is authorised to freeze them.

Art. 6. Form of Shares. The Board shall determine whether the Company shall issue shares in bearer and/or in registered form.

Share certificates (herein after "the certificates") of the relevant category of any Subfund will be issued; if bearer certificates are to be issued, such certificates will be issued with coupons attached, in such denominations as the Board shall prescribe.

Certificates shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board, in which case, it shall be manual. The Company may issue temporary certificates in such form as the Board may determine.

All issued registered shares of the Company shall be registered in the register of shareholders (herein after the "Register") which shall be kept by the Company or by one or more persons designated thereto by the Company, and such register shall contain the name of each owner of registered shares, his residence or elected domicile as indicated to the Company and the number of registered shares held by him and the amount paid up on each such share.

If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request of the holder of such shares. A conversion of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, and issuance of one or more bearer share certificates in lieu thereof, and an entry shall be made in the register of shareholders to evidence such cancellation. A conversion of bearer shares into registered shares will be effected by cancellation of the bearer certificate, and, if requested, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of shareholders to evidence such issuance. At the option of the Board, the costs of any such conversion may be charged to the shareholder requesting it.

Before shares are issued in bearer form and before registered shares shall be converted into bearer form, the Company may require assurances satisfactory to the Board that such issuance or conversion shall not result in such shares being held by a non authorised person as defined in Article 9 hereof.

In case of bearer shares, the Company may consider the bearer as the owner of the shares; in case of registered shares, the inscription of the shareholder's name in the register of shares evidences his right of ownership on such registered shares. The Company shall decide whether a certificate for such inscription shall be delivered to the shareholder or whether the shareholder shall receive a written confirmation of his shareholding.

If bearer shares are issued, transfer of bearer shares shall be effected by delivery of the relevant certificates. Transfer of registered shares shall be effected (i) if certificates have been issued, upon delivering the certificate or certificates representing such shares to the Company along with other instruments of transfer satisfactory to the Company, and (ii), if no share certificates have been issued, by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders.

Shareholders entitled to receive registered shares shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

In the event that a shareholder does not provide an address, the Company may permit a notice to this effect to be entered into the register of shareholders and the shareholder's address will be deemed to be at the registered office of the Company, or at such other address as may be so entered into by the Company from time to time, until another address shall be provided to the Company by such shareholder. A shareholder may, at any time, change his address as entered into the register of shareholders by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

If any shareholder can prove to the satisfaction of the Company that his share certificate has been mislaid or destroyed, then, at his request, a duplicate certificate may be issued under such conditions and guarantees (including but not restricted to a bond issued by an insurance company), as the Company may determine. At the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original certificate in replacement of which the new one has been issued shall become void.

Mutilated certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge to the shareholder the costs of a replacement certificate and all reasonable expenses incurred by the Company in connection with the issue and registration thereof or in connection with the voiding of the original certificate.

The Company recognises only one single owner per share. If one or more shares are jointly owned or if the ownership of such share(s) is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such share(s).

The Company may decide to issue fractional shares. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets of the Company on a pro rata basis. In the case of bearer shares, only certificates evidencing full shares will be issued.

Art. 7. Issue and Conversion of Shares. The Board is authorised without limitation to issue at any time additional shares of no par value fully paid up, in any category within any Subfund, without reserving the existing shareholders a preferential right to subscribe for the shares to be issued.

When shares are issued by the Company, the net asset value per share is calculated in accordance with Article 10 hereof. The issue price of shares to be issued is based on the net asset value per share of the relevant category of shares in the relevant Subfund, as determined in compliance with article 10 hereof plus any additional premium or cost as determined by the Board and as disclosed in the current prospectus. Any taxes, commissions and other fees incurred in the respective countries in which Company shares are sold will also be charged.

Shares will only be allotted upon acceptance of the subscription and receipt of payment of the issue price. The issue price is payable within 5 Luxembourg business days after the relevant Calculation Day. The subscriber will without undue delay, upon acceptance of the subscription and receipt of the issue price, receive title to the shares purchased by him.

Applications received by the paying agents and the sales agencies during normal business hours on a given Calculation Day in Luxembourg shall be settled at the issue price calculated on the following Calculation Day in Luxembourg. Applications can be submitted for payment in the reference currency which forms part of the name of the relevant Subfund or in another currency as may be determined from time to time by the Board

Applications for the issue and conversion of shares received by the paying agents and sales agencies after the deadline mentioned above will be settled at the issue price calculated on the next following Calculation Day.

The Fund at its discretion may accept subscriptions in kind, in whole or in part. However in this case the investments in kind must be in accordance with the respective Subfund's investment policy and restrictions. In addition these investments will be audited by the Fund's appointed auditor.

The Board may delegate to any duly authorised director, manager, officer or to any other duly authorised agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

The Company may, in the course of its sales activities and at its discretion, cease issuing shares, refuse purchase applications and suspend or limit in compliance with article 11 hereof, the sale for specific periods or permanently, to individuals or corporate bodies in particular countries or areas. The Company may also at any time compulsorily redeem shares from shareholders who are excluded from the acquisition or ownership of Company shares.

Conversion of shares

Any shareholder may request conversion of the whole or part of his shares corresponding to a certain Subfund into shares of another Subfund, provided that the issue of shares by this Subfund has not been suspended and provided that the Board may impose such restrictions as to, inter alia, the possibility or the frequency of conversion, and may make conversion subject to payment of such charge, as it shall determine and disclose in the current prospectus. Shares are converted according to a conversion formula as determined from time to time by the Board of Directors and disclosed in the current sales prospectus.

Shareholders may not convert shares of one category into shares of another category of the relevant Subfund or of another Subfund, unless otherwise determined by the Board of Directors and duly disclosed in the current prospectus. The Board may resolve the conversion of one or several categories of shares of one Subfund into shares of another category of the same Subfund, in the case that the Board estimates that it is no longer economically reasonable to operate this or these categories of shares.

During the month following the publication of such a decision, as described in Article 24 hereafter, shareholders of the categories concerned are authorised to redeem all or part of their shares at their net asset value - free of charge - in accordance with the guidelines outlined in article 8.

Shares not presented for redemption will be exchanged on the basis of the net asset value of the corresponding category of shares calculated for the day on which this decision will take effect.

The same procedures apply to the submission of conversion applications as apply to the issue and redemption of shares. This conversion will be effected at the rounded net asset value increased by charges and transaction taxes, if any. However, the sales agency may charge an administrative fee which may be fixed by the Company.

Art. 8. Redemption of Shares. Any shareholder may request the redemption of all or part of his shares by the Company, under the terms and procedures set forth by the Board in the sales documents for the shares and within the limits provided by law and these Articles.

Payment of the redemption price will be executed in the reference currency of the relevant Subfund or in another currency as may be determined from time to time by the Board, within a period of time determined by the Board which will not exceed 5 business days after the relevant Calculation Day.

The redemption price is based on the net asset value per share less a redemption commission if the Board so decides, whose amount is specified in the sales prospectus for the shares. Moreover, any taxes, commissions and other fees incurred in the respective countries in which Company shares are sold will be charged.

If as a result of any request for redemption, the number or the aggregate net asset value of the shares held by any shareholder would fall below such number or such value as determined by the Board, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares.

Further, if on any Calculation Day redemption and conversion requests pursuant to this article exceed 10% in relation to the number of shares in issue in any Subfund, the Board may decide to defer that request. On the next Calculation Day following that period, these redemption and conversion requests will be met in priority to later requests.

A redemption request shall be irrevocable, except in case of and during any period of suspension of redemption. Any such request must be filled by the shareholder in written form (which, for these purposes includes a request given by cable, telegram, telex or telecopier, or any other similar way of communication subsequently confirmed in writing) at the registered office of the Company or, if the Company so decides, with any other person or entity appointed by it as its agent for redemption of shares, together with the delivery of the certificate or certificates for such shares in proper form and accompanied by proper evidence of transfer or assignment.

The Board may impose such restrictions as it deems appropriate on the redemption of shares; the Board may, in particular, decide that shares are not redeemable during such period or in such circumstances as may be determined from time to time and provided for in the sales documents for the shares.

In the event of an excessively large volume of redemption applications, the Company may decide to delay execution of the redemption applications until the corresponding assets of the Company are sold without unnecessary delay. On payment of the redemption price, the corresponding Company share ceases to be valid.

All redeemed shares shall be cancelled.

The Fund, at its discretion, may, at the request of the investor accept redemptions in kind. In addition these redemptions (1) must not have negative effect for the remaining investors and (2) will be audited by the Fund's appointed auditor.

Art. 9. Restrictions on Ownership of Shares. The Company may restrict or prevent the ownership of shares in the Company by any person, firm or corporate body, namely any person in breach of any law or requirement of any country or governmental authority and any person which is not qualified to hold such shares by virtue of such law or requirement or if in the opinion of the Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws (including without limitation tax laws) other than those of the Grand Duchy of Luxembourg.

Specifically but without limitation, the Company may restrict the ownership of shares in the Company by any non authorised persons, as defined in this Article, and for such purposes the Company may:

A.- decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a non authorised person or a person holding more then a certain percentage of capital determined by the Board ("non authorised person"); and

B.- at any time require any person whose name is entered in, or any person seeking to register the transfer of shares on the register of shareholders, to furnish it with any information, eventually supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in an authorised person, or whether such registry will result in beneficial ownership of such shares by a non authorised person; and

C.- decline to accept the vote of any non authorised person at any meeting of shareholders of the Company; and

D.- where it appears to the Company that any non authorised person either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within thirty (30) days of the notice. If such shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such shareholder all shares held in the following manner:

(1) The Company shall serve a second notice (the "purchase notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be purchased, specifying the shares to be purchased as aforesaid, the manner in which the purchase price will be calculated and the name of the purchaser.

Any such notice may be served upon such shareholder by posting the same in a registered envelope addressed to such shareholder at his last address known to or appearing in the books of the Company. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the purchase notice.

Immediately after the close of business on the date specified in the purchase notice, such shareholder shall cease to be the owner of the shares specified in such notice and, in the case of registered shares, his name shall be removed from the register of shareholders, and in the case of bearer shares, the certificate or certificates representing such shares shall be cancelled.

(2) The price at which each such share is to be purchased (the "purchase price") shall be an amount based on the net asset value per share as at the Calculation Day specified by the Board for the redemption of shares in the Company next preceding the date of the purchase notice or next succeeding the surrender of the share certificate or certificates representing the shares specified in such notice, whichever is lower, all as determined in accordance with Article 8 hereof, less any service charge provided therein.

(3) Payment of the purchase price will be made available to the former owner of such shares normally in the currency fixed by the Board for the payment of the redemption price of the shares of the Company and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the purchase notice) upon final determination of the purchase price following surrender of the share certificate or certificates specified in such notice and unmatured distribution coupons attached thereto. Upon service of the purchase notice as aforesaid such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the purchase price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any funds receivable by a shareholder under this paragraph, but not collected within a period of five years from the date specified in the purchase notice, may not thereafter be claimed and shall revert to the relevant Subfund. The Board shall have power from time to time to take all steps necessary to perfect such reversion and to authorise such action on behalf of the Company.

(4) The exercise by the Company of the powers conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any purchase notice, provided in such case the said powers were exercised by the Company in good faith.

Art. 10. Calculation of Net Asset Value per Share. The net asset value of one Subfund share results from dividing the total net assets of the Subfund by the number of its shares in circulation. The net assets of each Subfund are equal to the difference between the asset values of the Subfund and its liabilities. The net asset value per share is calculated in the reference currency of the relevant Subfunds and may be expressed in such other currencies as the Board may decide.

Referring to Subfunds for which different categories of shares have been issued, the net asset value per share is calculated for each category of shares. To this effect, the net asset value of the Subfund attributable to the relevant category is divided by the total outstanding shares of that category.

The total net assets of the Company are expressed in EUR and correspond to the difference between the total assets of the Company and its total liabilities. For the purpose of this calculation, the net assets of each Subfund, if they are not denominated in EUR, are converted into EUR and added together.

I. The assets of the Subfunds shall include:

1) all cash in hand, receivable or on deposit, including any interest accrued thereon;

2) all bills and notes payable on demand and any account due (including the proceeds of securities sold but not yet collected);

3) all securities, shares, bonds, time notes, debentures, debenture stocks, subscription rights, warrants, options, and other securities, money market instruments and similar assets owned or contracted for by the Company;

4) all interest accrued on any interest-bearing assets owned by the relevant Subfund except to the extent that the same is included or reflected in the principal amount of such asset;

5) the preliminary expenses of the relevant Subfund, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off;

6) all other assets of any kind and nature including expenses paid in advance. The value of such assets shall be determined as follows:

(a) Based on the net acquisition price and by keeping the calculated investment return constant, the value of money market instruments and of other debt securities with a residual maturity of less than one year is successively adjusted to the redemption price thereof. In the event of material changes in market conditions, the valuation basis is adjusted on the new market yields;

(b) debt securities with a residual maturity of more than one year and other securities are valued at the last known price(i.e closing prices or if such do not reflect reasonable market value in the opinion of the Board of Directors, the last available prices at the time of valuation), if they are listed on an official stock exchange. If the same security is quoted on several stock exchanges, the last known price on the stock exchange that represents the major market for this security will apply;

(c) Debt securities with a residual maturity of more than one year and other securities are valued at the last known price on this market, if they are not listed on an official stock exchange, but traded on another regulated market, which is recognised, open to the public and operating regularly;

(d) Shares/Units of UCITS authorized according to Directive 2009/65/EC and/or other assimilated UCI will be valued at the last known net asset value for such shares or units as of the relevant Calculation Day;

(e) Time deposits with an original maturity exceeding 30 days can be valued at their respective rate of return, provided the corresponding agreement between the credit institution holding the time deposits and the Company stipulates that these time deposits may be called at any time and that, if called for repayment, their cash value corresponds to this rate of return;

(f) Any cash in hand or on deposit, notes payable on demand, bills and accounts receivable, prepaid expenses, cash dividends, interests declared or accrued as aforesaid and not yet received shall be valued at their full nominal value, unless in any case the same is unlikely to be paid or received in full, in which case the Board of Directors may value these assets with a discount he may consider appropriate to reflect the true value thereof;

(g) The value of swaps is calculated by the counterpart to the swap transactions, according to a method based on market value, recognised by the Board and verified by the Company's auditor.

(h) Securities and other investments listed on a stock exchange are valued at the last known price. If the same security or investment is quoted on several stock exchanges, the last known price on the stock exchange that represents the major market for this security will apply. In the case of securities and other investments where the trade on the stock market is thin but which are traded between securities dealers on a secondary market using usual market price formation methods, the company can use the prices on this secondary market as the basis for their valuation of these securities and investments. Securities and other investments that are not listed on a stock exchange, but which are traded on another regulated market which is recognized, open to the public and operating regularly, are valued at the last known price on this market.

The value of all assets and liabilities not expressed in the reference currency of the Subfund will be converted into the reference currency of the Subfund at the mid closing spot rate received from external services providers.

The Board, in its discretion, may permit some other method of valuation to be used,

if it considers that such valuation better reflects the fair value of any asset of the Company.

In the case of extensive redemption applications, the Company may establish the value of the shares of the relevant Subfund on the basis of the prices at which the necessary sales of assets of the Company are effected. In such an event, the same basis for calculation shall be applied for subscription and redemption applications submitted at the same time.

All valuation regulations and determinations shall be interpreted and made in accordance with generally accepted accounting principles.

If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments of the Company attributable to the relevant Subfund are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out additional valuations.

If on any trading day the total number of subscription and redemption applications for all share classes in a Subfund leads to a net cash in- or outflow, the net asset value of the share classes may be adjusted for that trading day. The maximum adjustment may extend up to 2% of the net asset value (prior to the adjustment). Both the estimated transaction costs and taxes incurred by the Subfund may be taken into account and the estimated bid/offer spread for the assets in which the Subfund invests may be considered. The adjustment will result in an increase in the net asset value in the event of a net cash inflow into the Subfund concerned. It will result in a reduction in the net asset value in the event of a net cash outflow from the Subfund concerned. The Board of Directors may lay down a threshold figure for each Subfund in the Company's sales documents. This may consist in the net movement on a trading day in relation to net company assets or to an absolute amount in the currency of the Subfund concerned. The net asset value would be adjusted only if this threshold were to be exceeded on a given trading day.

The Company is entitled to take the measures described in greater detail in the sales documents in order to ensure that subscriptions or redemptions of shares in the Company do not involve any of the business practices known as market timing or late trading in respect of investments in the Company.

In the absence of bad faith, negligence or manifest error, every decision in calculating the net asset value taken by the Board or by any bank, company or other organisation which the Board may appoint for the purpose of calculating the net asset value (the "delegate of the board"), shall be final and binding on the Company and present, past or future shareholders.

II. The liabilities of the Subfunds shall include:

1) all loans, bills and accounts payable;

2) all accrued interest on loans of the Subfunds (including accrued fees for commitment for such loans);

3) all accrued or payable expenses (including administrative expenses, advisory and management fees, including incentive fees, custodian fees, and corporate agents' fees);

4) all known liabilities, present and future, including all matured contractual obligations for payments of money, including the amount of any unpaid distributions declared by the Subfund;

5) an appropriate provision for future taxes based on capital and income to the Calculation Day, as determined from time to time by the Company, and other reserves (if any) authorised and approved by the Board, as well as such amount (if any) as the Board may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;

6) all other liabilities of each Subfund of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities each Subfund shall take into account all expenses payable by the Company/Subfund which shall comprise formation expenses, fees payable to its investment managers or investment advisors, including performance related fees, fees and expenses payable to its accountants, custodian and its correspondents, domiciliary, administrative, registrar and transfer agents, any paying agent, any distributors and permanent representatives in places of registration, as well as any other agent employed by the Company respectively the Subfunds, the remuneration of the directors and their reasonable out-of-pocket expenses, insurance coverage and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any Governmental agencies or stock ex-

changes in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the cost of preparing, translating, printing, advertising and distributing prospectuses, explanatory memoranda, periodical reports or registration statement, the cost of printing certificates, and the costs of any reports to shareholders, the cost of convening and holding shareholders' and Board' meetings, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, the cost of publishing the issue and redemption prices, interest, bank charges and brokerage, postage, telephone and telex. The Subfund may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

III.- The assets shall be allocated as follows:

The Board of directors shall establish a Subfund in respect of each category of shares and may establish a Subfund in respect of two or more categories of shares in the following manner:

a) If two or more categories of shares relate to one Subfund, the assets attributable to such categories shall be commonly invested pursuant to the specific investment policy of the Subfund concerned. Within a Subfund, categories of shares may be defined from time to time by the Board so as to correspond to (i) a specific distribution policy, such as entitling to distributions ("distribution shares") or not entitling to distributions ("capitalisation shares") and/or (ii) a specific sales and redemption charge structure and/or (iii) a specific management or advisory fee structure;

b) The proceeds to be received from the issue of shares of a category shall be applied in the books of the Company to the Subfund corresponding to that category of shares, provided that if several categories of shares are outstanding in such Subfund, the relevant amount shall increase the proportion of the net assets of such Subfund attributable to the category of shares to be issued;

c) The assets and liabilities and income and expenditure applied to a Subfund shall be attributable to the category or categories of shares corresponding to such Subfund;

d) Where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same Subfund as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant Subfund;

e) Where the company incurs a liability which relates to any asset of a particular Subfund or to any action taken in connection with an asset of a particular Subfund, such liability shall be allocated to the relevant Subfund;

f) In the case where any asset or liability of the Company cannot be considered as being attributable to a particular Subfund, such asset or liability shall be allocated to all the Subfunds pro rata to the net asset values of the relevant categories of shares or in such other manner as determined by the Board acting in good faith, provided that all liabilities, whatever Subfund they are attributable to, shall, unless otherwise agreed upon with the creditors, be binding upon the Company as a whole;

g) Upon the payment of distributions to the holders of any category of shares, the net asset value of such category of shares shall be reduced by the amount of such distributions.

IV. For the purpose of the Net Asset Value computation

1) Shares of the Company to be redeemed under Article 8 hereof shall be treated as existing and taken into account until immediately after the time specified by the Board on the relevant Calculation Day, and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

2) shares to be issued by the Company shall be treated as being in issue as from the time specified by the Board on the Calculation Day on which such valuation is made, and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the currency in which the net asset value for the relevant Subfund is calculated shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of shares and

4) where on any Calculation Day the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

- provided however, that if the exact value or nature of such consideration or such asset is not known on such Calculation Day, then its value shall be estimated by the Board.

Art. 11. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share of Issue and Redemption of Shares. The net asset value per share and the price for the issue and redemption of the shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least twice monthly at a frequency determined by the Board, such date or time of calculation being referred to herein as the "Calculation Day".

The Board may impose restrictions on the frequency at which shares shall be issued; the Board may, in particular, decide that shares shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents of the shares.

The Company may suspend the determination of the net asset value per share and the issue, conversion and redemption of shares in any Subfund from its shareholders during:

a) any period when any of the principal stock exchanges or other markets on which any substantial portion of the investments of the Company is quoted or dealt in, or when the foreign exchange markets corresponding to the currencies in which the net asset value or a considerable portion of the Company's assets are denominated, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that the closing of such exchange or such restriction or suspension affects the valuation of the investments of the Company quoted thereon; or

b) the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Company would be impracticable or such disposal or valuation would be detrimental to the interests of shareholders; or

c) any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the Company or the current price or values on any stock exchange in respect of the assets of the Company; or

d) when for any other reason the prices of any investments owned by the Company cannot promptly or accurately be ascertained; or

e) any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of the shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the Board be effected at normal rates of exchange;

f) upon the publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Company.

h) to the extent that such suspension is justified by the necessity to protect the shareholders, upon publication of a notice convening a general meeting of shareholders for the purpose of the merger of the Company or one or more of its Subfunds, or upon publication of a notice informing the shareholders of the decision of the board of directors to merge one or more Subfund(s);

i) when restrictions on foreign exchange transactions or other transfers of assets render the execution of the Company's transactions impossible; or

k) in case of a feeder Subfund, when the master UCITS temporarily suspends, on its own initiative or at the request of its competent authorities, the redemption, the reimbursement or the subscription of its units; in such a case the suspension of the calculation of the net asset value at the level of the feeder Subfund will be for a duration identical to the duration of the suspension of the calculation of the net asset value at the level of the master UCITS.

Any such suspension shall be published, if appropriate, by the Company and may be notified to shareholders having made an application for subscription, conversion or redemption of shares for which the calculation of the net asset value has been suspended.

Title III. Administration and Supervision

Art. 12. Directors. The Company shall be managed by a Board composed of not less than three members, who need not be shareholders of the Company. They shall be elected for a term not exceeding six years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and the term of their office.

Directors shall be elected by the majority of the votes of the shares present or represented.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of director, the remaining directors may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

Art. 13. Board meetings. The Board shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who need not be a director, who shall write and keep the minutes of the meetings of the Board and of the shareholders. The Board shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the board members shall decide by a majority vote that another director, or in case of a shareholders' meeting, that any other person shall be in the chair of such meetings.

The Board may appoint any officers, including a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these articles of incorporation, the officers shall have the rights and duties conferred upon them by the Board.

Written notice of any meeting of the Board shall be given to all directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, telefax or any other

similar means of communication. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board.

Any director may act at any meeting by appointing in writing, by telegram, telex or telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the Board by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the Board. The directors may not bind the Company by their individual signatures, except if specifically authorised thereto by resolution of the Board.

The Board can deliberate or act validly only if at least the majority of the directors, or any other number of directors that the board may determine, are present or represented.

Resolutions of the Board will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

Resolutions are taken by a majority vote of the directors present or represented. Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings; each director shall approve such resolution in writing, by telegram, telex, telefax or any other similar means of communication. Such approval shall be confirmed in writing and all documents shall form the record that proves that such decision has been taken.

Art. 14. Powers of the Board. The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in Article 17 hereof.

All powers not expressly reserved by law or by the present Articles of Incorporation to the general meeting of shareholders are in the competence of the board.

In accordance with article 72.2 of the Luxembourg law of August 10, 1915, the Board of Directors is authorised to decide the payment of interim dividends.

The Board of Directors may appoint a management company submitted to Chapter 15 of the 2010 Law in order to carry out the functions described in Annex II of the 2010 Law.

Art. 15. Corporate Signature. Vis-à-vis third parties, the Company is validly bound by the joint signatures of any two directors or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

Art. 16. Delegation of power. The Board of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not to be members of the board and who shall have the powers determined by the Board and who may, if the Board so authorises, subdelegate their powers.

Art. 17. Investment Policies and Restrictions. The Board, based upon the principle of risk diversification, has the power to determine the investment policies and strategies of the Company and the course of conduct of the management and business affairs of the Company, provided that at all times the investment policy of the Company and each of its Subfunds complies with the 2010 Law, and any other laws and regulations with which it must comply with in order to qualify as UCITS under article 1(2) of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 ("Directive 2009/65/EC") or shall be adopted from time to time by resolutions of the Board of Directors and as shall be described in the Company's sales documents.

17.1 Permitted investments of the Company

In the determination and implementation of the investment policy the Board of Directors may cause the assets of the Company to be invested in:

a) transferable securities and money market instruments admitted to or dealt in on a regulated market as defined in Article 4 point 1 (14) of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004;

b) transferable securities and money market instruments dealt in on another regulated market in a Member State which operates regularly and is recognised and open to the public; For the purpose of these Articles of Incorporation, the term "Member State" refers to a member state as defined in the 2010 Law;

c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or dealt in on another regulated market in a non-Member State of the European Union which operates regularly and is recognised and open to the public provided that the stock exchange or the market are those of the countries included in Zone A as defined by the Law of 5 April 1993 on the financial sector as amended from time to time ("Zone A");

d) recently issued transferable securities and money market instruments, provided that:

- the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market which operates regularly and is recognised and open to the public, provided that the stock exchange or the market are those of the countries included in Zone A;

- such admission is secured within one year of issue;

e) units of UCITS authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of Article 1 (2), points a) and b) of Directive 2009/65/EC, whether or not established in a Member State, provided that:

- such other UCIs have been approved in accordance with a law subjecting them to supervision which is considered by the Luxembourg supervisory authority of the financial sector ("CSSF") as equivalent to that laid down in Community law, and that co-operation between authorities is sufficiently ensured;

- the level of guaranteed protection for unit-holders in such other UCIs is equivalent to that provided for unit-holders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;

- the business of the other UCI is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;

- no more than 10% of the assets of the UCITS or the other UCIs whose acquisition is contemplated, can, according to their respective sales prospectus, management regulations or articles of incorporation, be invested in aggregate in units of other UCITS or other UCIs;

f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 twelve months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a non EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;

g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in sub-paragraphs a), b) and c) above; and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that

- the underlying consists of instruments covered by a) to h), financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to its investment objectives as stated in the Fund's articles of incorporation,

- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF, and

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair market value at the Company's initiative;

h) money market instruments other than those dealt in on a regulated market and referred to in the 2010 Law, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:

- issued or guaranteed by a central, regional or local authority, a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or

- issued by an undertaking any securities of which are dealt in on regulated markets referred to in sub-paragraphs a), b) or c), or

- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law or by an establishment which is subject to and comply with prudential rules considered by the Luxembourg Supervisory Authority to be at least as stringent as those laid down by Community law, or

- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount at least to ten million euros (EUR 10,000,000.-) and which presents and publishes its annual accounts in accordance with Fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

The Company may invest up to a maximum of 35% for transferable securities or money market instruments issued or guaranteed by an EU member state, by its local authorities, by an OECD member state or by public international bodies of which one or more EU member states are members.

17.2 Risk diversification and investment restrictions

The Board of Directors shall, based upon the principle of spreading of risks, determine any restrictions which shall be applicable to the investments of the Company and its Subfunds, in accordance with Part I of the 2010 Law. In particular:

a) The Company may invest up to 100% of the assets of any Subfund, in accordance with the principle of risk-spreading, in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local public authorities, a OECD Member State or public international bodies of which one or more Member States

of the European Union are members, unless otherwise provided for in the sales document; provided that in such event, the Subfund concerned must hold securities from at least six different issues, but securities from any one issue may not account for more than 30% of the total amount.

b) The Company may invest a maximum of 20% of the net assets of any Subfund in shares and/or debt securities issued by the same body when the aim of the investment policy of the relevant Subfund to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

(i) the composition of the index is sufficiently diversified;

(ii) the index represents an adequate benchmark for the market to which it refers;

(iii) it is published in an appropriate manner.

This 20% limit is raised to 35 % where that proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

c) Each Subfund may also subscribe for, acquire and/or hold shares issued or to be issued by one or more other Subfunds of the Company subject to additional requirements which may be specified in the sales documents, if:

(i) the target Subfund does not, in turn, invest in the Subfund invested in this target Subfund; and

(ii) no more than 10% of the assets of the target Subfunds whose acquisition is contemplated maybe invested in aggregate in shares of other Subfunds of the Company; and

(iii) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the Subfund concerned; and

(iv) in any event, for as long as these securities are held by the relevant Subfund, their value will not be taken into consideration for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law; and

(v) there is no duplication of management/subscription or redemption fees between those at the level of the Subfund having invested in the target Subfund, and this target Subfund.

d) Provided that they continue to observe the principles of diversification, newly established Subfunds and merging Subfunds may deviate from the specific risk diversification restrictions mentioned above for a period of six months after being approved by the authorities respectively after the effective date of the merger.

e) Provided the particular Subfund's investment policy does not specify otherwise, it may invest no more than 10% of its assets in other UCITS or UCIs or in other Subfunds of the Company.

f) All other investment restrictions are specified in the Company's sales documents.

In addition, the Company is authorised for each of its Subfunds to employ techniques and instruments relating to transferable securities and money market instruments under the conditions and within the limits laid down by the CSSF provided that such techniques and instruments are used for the purpose of efficient portfolio management. When these operations concern the use of derivative instruments, these conditions and limits shall conform to the provisions laid down in these Articles of Incorporation as well as in the Company's sales documents and the 2010 Law. Under no circumstances shall these operations cause the Company to diverge, for any Subfund, from its investment objectives as laid down, the case being for the relevant Subfund, in these Articles of Incorporation or in the Company's sales documents.

17.3 Specific rules for Subfunds established as a master/feeder structure

(i) A feeder Subfund is a Subfund of the Company, which has been approved to invest, by way of derogation from article 2, paragraph (2), first indent of the 2010 Law, at least 85% of its assets in units of another UCITS or Subfund thereof (hereafter referred to as the "master UCITS").

(ii) A feeder Subfund may hold up to 15% of its assets in one or more of the following:

a) ancillary liquid assets in accordance with Article 17.1 last paragraph of these Articles of Incorporation;

b) financial derivative instruments, which may be used only for hedging purposes, in accordance with Article 17.1 paragraph g) of these Articles of Incorporation and Article 42, paragraphs (2) and (3) of the 2010 Law;

c) movable and immovable property which is essential for the direct pursuit of its business.

(iii) For the purposes of compliance with Article 42, paragraph (3) of the 2010 Law, the feeder Subfund shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under Article 17.3 paragraph (ii) b) of these Articles of Incorporation with:

a) either the master UCITS' actual exposure to financial derivative instruments in proportion to the feeder Subfund's investment into the master UCITS;

b) or the master UCITS' potential maximum global exposure to financial derivative instruments provided for in the master UCITS management regulations or instruments of incorporation in proportion to the feeder Subfund's investment into the master UCITS.

(iv) A master UCITS is a UCITS, or a Subfund thereof, which:

a) has, among its shareholders, at least one feeder UCITS;

b) is not itself a feeder UCITS; and

c) does not hold units of a feeder UCITS.

(v) If a master UCITS has at least two feeder UCITS as shareholders, article 2, paragraph (2), first indent and Article 3, second indent of the 2010 Law shall not apply.

Art. 18. Investment Advisor. The Board of the Company may appoint an investment advisor (herein after the "Investment Advisor") who shall supply the Company with recommendation and advice with respect to the Company's investment policy pursuant to Article 17 hereof.

Art. 19. Conflict of Interest. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one or more of the directors or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm. Any director or officer of the Company who serves as a director, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business. In the event that any director or officer of the Company may have in any transaction of the Company an interest different to the interests of the Company, such director or officer shall make known to the Board such conflict of interest and shall not consider or vote on any such transaction, and such transaction and such director's or officer's interest therein shall be reported to the next succeeding general meeting of shareholders.

The term "conflict of interest", as used in the preceding sentence, shall not include any relationship with or without interest in any matter, position or transaction involving the sponsor, the Portfolio Managers, the Investment Advisors, the Custodian, the distributors as well as any other person, company or entity as may from time to time be determined by the Board on its discretion.

Art. 20. Indemnification of Directors. The Company may indemnify any director or officer, and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 21. Auditors. The accounting data related in the Annual Report of the Company shall be examined by an auditor ("réviseur d'entreprises agréé") appointed by the general meeting of shareholders and remunerated by the Company. The Auditor shall fulfil all duties prescribed by the 2010 Law.

Title IV. General meetings - Accounting year - Distributions

Art. 22. Representation. The general meeting of shareholders shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders of the Company. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.

Art. 23. General Meetings. The general meeting of shareholders shall meet upon call by the Board.

It may also be called upon the request of shareholders representing at least one fifth of the share capital.

The annual general meeting shall be held in accordance with Luxembourg law at Luxembourg-City at a place specified in the notice of meeting, on the 15 th day of April at 11.30 hours a.m.

If such day is not a business day in Luxembourg, the annual general meeting shall be held on the next following business day.

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

Shareholders shall meet upon call by the Board pursuant to a notice setting forth the agenda sent at least eight days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the Board except in the instance where the meeting is called on the written demand of the shareholders in which instance the Board may prepare a supplementary agenda.

If bearer shares are issued, the notice of meeting shall, in addition, be published as provided for by law in the "Mémorial, Recueil des Sociétés et Associations", in one or more Luxembourg newspapers, and in such other newspapers as the Board may decide.

If all shares are in registered form and if no publications are made, notices to shareholders may be mailed by registered mail only.

If all shareholders are present or represented and consider themselves as being duly convened and informed of the agenda, the general meeting may take place without notice of meeting.

The Board may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each share in whatever Subfund and category, regardless of the Net Asset Value per share of such category within such Subfund is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. Only full shares are entitled to vote. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

Resolutions concerning the interests of shareholders of the Company shall be taken in a general meeting and resolutions concerning the particular rights of the shareholders of one specific Subfund shall, in addition, be taken by this Subfund's general meeting.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

As long as the share capital is divided into different Subfunds, the rights attached to the shares of any Subfund (unless otherwise provided by the terms of issue of the shares of the Subfund) may, whether or not the Company is being wound up, be varied with the sanction of a resolution passed at a separate general meeting of the holders of the shares of that Subfund by a majority of two-thirds of the votes cast at such separate general meeting. To every such separate general meeting the provisions of these Articles relating to general meeting shall mutatis mutandis apply, but so that the minimum necessary quorum at every such separate general meeting shall be holders of the shares of the relevant Subfund present in person or by proxy holding not less than one-half of the issued shares of that Subfund (or, if at any adjourned Subfund meeting the number of holders or quorum as defined above is not present, any one person present holding shares of that Subfund or his proxy shall be quorum).

Art. 24. Liquidation and Merging of Subfunds and/or share classes; Merger of the Company; conversions of existing Subfunds in feeder Subfunds and changes of master Subfunds. The Board may resolve the liquidation of one or several Subfunds in the case that the respective Subfund's net assets fall below the equivalent of EUR TEN MILLION (10.000.000.- EUR) being the minimum level for such Subfund to be operated in an economically efficient manner, or in case of changes in the political or economic environment.

24.1 Liquidation of Subfunds and share classes

Upon liquidation announcement to the shareholders of a particular Subfund and/or share class of a Subfund, the Board of Directors may arrange for the liquidation of one or more Subfunds and/or share classes of Subfund(s) if the value of the net assets of the respective Subfund and/or share class remains at or falls to a level that no longer allows it to be managed in an economically reasonable way as well as in the course of a rationalisation. The same also applies in cases where changes to the political or economic conditions justify such liquidation.

Up to the date upon which the decision takes effect, shareholders retain the right, free of charge, subject to the liquidation costs to be taken into account and subject to the guaranteed equal treatment of shareholders, to request the redemption of their shares. The Board of Directors may however determine a different procedure, in the interest of the shareholders of the Subfund(s) and/or of the share classes of Subfund(s).

Any liquidation proceeds which cannot be distributed to the shareholders at the completion of the liquidation (which could last up to nine months) are immediately deposited at the "Caisse de Consignation" in Luxembourg.

The liquidation of a Subfund shall not involve the liquidation of another Subfund. Only the liquidation of the last remaining Subfund of the Company involves the liquidation of the Company.

Irrespective of the Board of Directors' rights, the general meeting of shareholders in a Subfund and/or share class of a Subfund may reduce the Company's capital at the proposal of the Board of Directors by withdrawing shares issued by a Subfund and refunding shareholders with the net asset value of their shares, taking into account actual realization prices of investments and realization expenses and any costs arising from the liquidation) calculated on the Valuation Date on which such decision shall take effect. The net asset value is calculated for the day on which the decision comes into force, taking into account the proceeds raised on disposing of the Subfund's assets and any costs arising from this liquidation. No quorum (minimum presence of shareholders covering the capital represented) is required for a decision of this type. The decision can be made with a simple majority of the shares present or represented at the general meeting.

Shareholders in the relevant Subfund and/or share class will be informed of the decision by the general meeting of shareholders to withdraw the shares or of the decision of the Board of Directors to liquidate the Subfund and/or share class by means of a publication as required by law. In addition and if necessary in accordance with the statutory regulations of the countries in which shares in the Company are sold, an announcement will then be made in the official publications of each individual country concerned.

Any liquidation proceeds which cannot be distributed to the shareholders at the completion of the liquidation (which could last up to nine months) are immediately deposited at the "Caisse de Consignation" in Luxembourg. All redeemed shares shall be cancelled by the Company.

Each Subfund of the Company being a feeder Subfund shall be liquidated, if its master UCITS is liquidated, divided into two or more UCITS or merged with another UCITS, unless the CSSF approves:

a) the investment of at least 85 % of the assets of the feeder Subfund in units of another master UCITS; or

b) its conversion into a Subfund which is not a feeder Subfund .

Without prejudice to specific provisions regarding compulsory liquidation, the liquidation of a Subfund of the Company being a master Subfund shall take place no sooner than three months after the master Subfund has informed all of its share-or unitholders and the CSSF of the binding decision to liquidate.

24.2 Mergers of the Company or of Subfunds with another UCITS or other Subfunds thereof; Mergers of one or more Subfunds within the Company; Division of Subfunds

"Merger" means an operation whereby:

a) one or more UCITS or Subfunds thereof, the "merging UCITS/ Subfund", on being dissolved without going into liquidation, transfer all of their assets and liabilities to another existing UCITS or a Subfund thereof, the "receiving UCITS", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

b) two or more UCITS or Subfunds thereof, the "merging UCITS/ Subfund", on being dissolved without going into liquidation, transfer all of their assets and liabilities to a UCITS which they form or a Subfund thereof, the "receiving UCITS/ Subfund ", in exchange for the issue to their shareholders of shares of the receiving UCITS and, if applicable, a cash payment not exceeding 10% of the net asset value of those shares;

c) one or more UCITS or Subfunds thereof, the "merging UCITS/ Subfund", which continue to exist until the liabilities have been discharged, transfer their net assets to another Subfund of the same UCITS, to a UCITS which they form or to another existing UCITS or a Subfund thereof, the "receiving UCITS/ Subfund ".

Mergers can be performed in accordance with the form, modalities and information requirements provided for by the 2010 Law; the legal consequences of mergers are governed by and described in the 2010 Law.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a Subfund and/or share class by means of a merger with another existing Subfund and/or share class within the Company or with another UCITS established in Luxembourg or in another Member-State or to another Subfund and/or share class within such other UCITS (the "new fund/Subfund") and to re-designate the shares of the relevant Subfund or share class concerned as shares of another Subfund and/or share class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to shareholders). Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information in relation to the new fund or Subfund). During a period of thirty days following the publication of such a decision, shareholders may request redemption or conversion of their Shares, free of charge.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the Board of Directors may decide to reorganise a Subfund and/or share class by means of a division into two or more Subfunds and/or share classes. Such decision will be published in the same manner as described in the first paragraph of this Article (and, in addition, the publication will contain information about the two or more new Subfund). During a period of thirty days following the publication of such a decision, shareholders may request redemption or conversion of their Shares, free of charge.

Where a Subfund of the Company has been established as a master Subfund, no merger or division of shall become effective, unless the master Subfund has provided all of its shareholders and the CSSF with the information required by law, by sixty days before the proposed effective date. Unless the CSSF or the competent authorities of the home member state of the feeder-UCITS, as the case may be, have granted the feeder-UCITS approval to continue to be a feeder-UCITS of the master Subfund resulting from the merger or division of such master Subfund, the master Subfund shall enable the feeder-UCITS to repurchase or redeem all shares in the master Subfund before the merger or division becomes effective.

The shareholders of both, the merging and receiving Subfund have the right to request, without any charge other than those retained by the Subfund to meet disinvestment costs, the repurchase or redemption of their shares or, where possible, to convert them into shares of another Subfund of the Company with similar investment policy. If a management company has been appointed for the Company, shareholders may also convert their shares into another UCITS managed by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding. This right shall become effective from the moment that the shareholders of the merging and those of the receiving Subfund have been informed of the proposed merger and shall cease to exist five working days before the date for calculating the exchange ratio.

The Company may temporarily suspend the subscription, repurchase or redemption of shares, provided that any such suspension is justified for the protection of the shareholders.

If a Subfund of the Company is the receiving Subfund, the entry into effect of the merger shall be made public through all appropriate means by the Company and shall be notified to the CSSF and, where appropriate, to the competent authorities of the home member states of the other UCITS involved in the merger.

Under the same circumstances as provided in Article 25.1 of these Articles of Incorporation, the general meeting of shareholders of the Company may decide with no quorum requirement and simple majority to merge the whole Company with another UCITS established in Luxembourg or in another Member State or with any Subfund thereof.

A merger which has taken in accordance with the provisions of the 2010 Law cannot be declared null and void.

24.3 Conversions of existing Subfunds in feeder Subfunds and changes of master Subfunds

For conversions of existing Subfunds in feeder Subfunds and changes of master Subfunds, the relevant shareholders must be provided with the information required by the 2010 Law within the periods of time prescribed by law. The shareholders are entitled to redeem their shares in the relevant Subfunds free of charge within thirty (30) days thereafter, irrespective of the costs of the redemption.

Art. 25. Accounting year. The accounting year of the Company shall commence on the first of December of each year and shall terminate on the last day of November of the following year.

Art. 26. Distributions. The general meeting of shareholders of each Subfund shall, within the limits provided by law, determine how the results of the Company shall be disposed of, and may from time to time declare, or authorise the Board to declare distributions, provided, however, that the minimum capital of the Company does not fall below the prescribed minimum capital.

The Board may decide to pay interim dividends in compliance with the conditions set forth by law.

The payment of any distributions shall be made to the address indicated on the register of shareholders in case of registered shares and upon presentation of the dividend coupon to the agent or agents therefore designated by the Company in case of bearer shares.

Distributions may be paid in such currency and at such time and place that the Board shall determine from time to time.

The Board may decide to distribute stock dividends in lieu of cash dividends upon such terms and conditions as may be set forth by the Board. No interest shall be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

Payment of dividends to holders of bearer shares, and notice of declaration of such dividends, will be made to such shareholders in the manner determined by the Board from time to time in accordance with Luxembourg Law.

A dividend declared but not paid on a share cannot be claimed by the holder of such share after a period of five years from the notice given thereof, unless the Board has waived or extended such period in respect of all shares, and shall otherwise revert after expiry of the period to the relevant category within the relevant Subfund of the Company. The Board shall have power from time to time to take all steps necessary and to authorise such action on behalf of the Company to perfect such reversion. No interest will be paid on dividends declared, pending their collection.

Title V. Final provisions

Art. 27. Custodian. To the extent required by law, the Company shall enter into a custody agreement with a banking or saving institution as defined by the law of 5 April 1993 on the financial sector (herein referred to as the "Custodian").

The Custodian shall fulfil the duties and responsibilities as provided for by the 2010 Law.

If the Custodian desires to retire, the Board shall use its best endeavours to find a successor Custodian within two months of the effectiveness of such retirement. The directors may terminate the appointment of the Custodian but shall not remove the Custodian unless and until a successor custodian shall have been appointed to act in the place thereof.

Art. 28. Dissolution. The Company may at any time be dissolved by a resolution of the general meeting subject to the quorum and majority requirements referred to in Article 29 hereof.

Whenever the share capital falls below two thirds of the minimum capital indicated in Article 5 hereof, the question of the dissolution of the Company shall be referred to the general meeting by the Board. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one fourth of the minimum capital set by Article 5 hereof; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by the votes of the shareholders holding one fourth of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty days from ascertainment that the net assets of the Company have fallen below two thirds or one fourth of the legal minimum, as the case may be.

Art. 29. Amendments to the Articles of Incorporation. These Articles of Incorporation may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the law of 10 August 1915 on commercial companies, as amended.

Art. 30. Statement. Words importing a masculine gender also include the feminine gender and words importing persons or shareholders also include corporations, partnerships, associations and any other organised group of persons whether incorporated or not.

The term "business day" referred to in this document, shall mean the usual bank business days (i.e. each day on which banks are opened during normal business hours) in Luxembourg with the exception of some non-regulatory holidays.

Art. 31. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the law of 10 August 1915 on commercial companies and the 2010 Law as such laws have been or may be amended from time to time."

There being no further business before the meeting, the same was thereupon closed.

The undersigned notary who understands and speaks English, states herewith that at the request of the above appearing party, the present deed is worded in English.

WHEREOF, the present notarial deed was drawn up in Luxembourg, on the day named at the beginning of this document.

The document having been read to the persons appearing, they signed together with the notary the present deed.

Signé: S. EHLERS, C. WALCH et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 2 janvier 2012. Relation: LAC/2012/165. Reçu soixante-quinze euros (75.- EUR).

Le Receveur ff. (signé): C. FRISING.

- POUR EXPEDITION CONFORME - délivrée à la société sur demande.

Luxembourg, le 12 janvier 2012.

Référence de publication: 2012007381/1051.

(120007368) Déposé au registre de commerce et des sociétés de Luxembourg, le 12 janvier 2012.

Design Fashion, Société à responsabilité limitée.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 157.977.

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DISSOLUTION

L'an deux mil onze, le vingt-quatre novembre.

Par-devant Maître Gérard LECUIT, notaire de résidence à Luxembourg.

A COMPARU:

Monsieur Frédéric CIPOLLETTI, dirigeant d'entreprises, demeurant à Luxembourg,

agissant en sa qualité de mandataire spécial de Monsieur Patrick CAMUS, Conseil en communication, né à Paris le 30 juin 1951, demeurant au 12, avenue Léonce Bucquet, F-92380 Garches (France),

en vertu d'une procuration sous seing privé datée du 17 novembre 2011.

Laquelle procuration restera, après avoir été signée "ne varietur" par le comparant et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Lequel comparant, ès-qualité qu'il agit, a requis le notaire instrumentant d'acter:

- que la société DESIGN FASHION, une société à responsabilité limitée ayant son siège social à L-2146 Luxembourg, 63-65, rue de Merl, a été constituée suivant acte du notaire soussigné du 22 décembre 2010, acte publié au Mémorial Recueil des Sociétés et Associations numéro 565 du 25 mars 2011. Les statuts n'ont pas été modifiés jusqu'à ce jour;

- que le capital social de la société DESIGN FASHION s'élève actuellement à DOUZE MILLE SIX CENTS EUROS (12.600.-EUR) représenté par SOIXANTE (60) parts sociales d'une valeur nominale de DEUX CENT DIX EUROS (210.-EUR) chacune, entièrement libérées;

- que Monsieur Patrick CAMUS prénommé est devenu seul propriétaire de toutes les parts sociales de DESIGN FASHION;

- que la partie comparante, en sa qualité d'associé unique de la Société, a décidé de procéder à la dissolution anticipée et immédiate de la Société et de la mettre en liquidation;

- que l'associé unique, en sa qualité de liquidateur de la Société et au vu du bilan de la Société au 17 novembre 2011, déclare que tout le passif de la Société, y compris le passif lié à la liquidation de la Société, est réglé ou dûment provisionné;

La partie comparante déclare encore que:

- l'activité de la Société a cessé;

- l'associé unique est investi de l'entièreté de l'actif de la Société et déclare prendre à sa charge l'entièreté du passif de la Société qu'il soit connu et impayé, ou inconnu et non encore payé, le bilan au 17 novembre 2011 étant seulement un des éléments d'information à cette fin;

- suite aux résolutions ci-avant, la liquidation de la Société DESIGN FASHION est à considérer comme accomplie et clôturée;

- décharge pleine et entière est accordée aux gérants de la Société; il y a lieu de procéder à l'annulation de toutes les parts sociales émises;

- les livres et documents de la Société devront être conservés pendant la durée légale de cinq ans à L-2146 Luxembourg, 63-65, rue de Merl.

Il est précisé qu'aucune confusion de patrimoine entre la société dissoute et l'avoir social de, ou remboursement à, l'associé unique ne pourra se faire avant le délai de trente jours (article 69 (2) de la loi sur les sociétés commerciales) à compter de la publication et sous réserve qu'aucun créancier de la Société présentement dissoute et liquidée n'aura exigé la constitution de sûretés.

Frais

Les frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison de présentes, sont évalués approximativement

DONT ACTE, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire du comparant connu du notaire par ses nom, prénoms, état et demeure, celui-ci a signé le présent acte avec le notaire.

Signé: F. CIPOLLETTI, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 28 novembre 2011. Relation: LAC/2011/52638. Reçu soixante-quinze euros (EUR 75,-).

Le Receveur (signé): F. SAND.

POUR EXPEDITION CONFORME, délivrée aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2011.

Référence de publication: 2011171552/57.

(110199186) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Gosth S.A., Société Anonyme Unipersonnelle.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 142.054.

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Extrait de résolutions de l'assemblée générale annuelle ordinaire du 12 octobre 2011

1. L'assemblée générale décide de révoquer la société, INTERNATIONAI MANAGING COMPANY INC. du poste de commissaire. L'assemblée décide de nommer comme nouveau commissaire jusqu'en 2017, la société PARC IMMOBILIERE, ayant son siège social à L-1470 Luxembourg, 7, route d'Esch et inscrite registre de commerce et des sociétés sous le numéro B84249.

2. Les mandats des administrateurs sont reconduits pour une durée de 6 ans et jusqu'à l'assemblée ordinaire annuelle de 2017.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 30 octobre 2011.
GOSTH S. A.
Francesco OLIVIERI
Administrateur

Référence de publication: 2011171674/19.

(110199359) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Treveria Twenty-Three S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-1450 Luxembourg, 73, Côte d'Eich.

R.C.S. Luxembourg B 124.939.

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Les comptes annuels au 31 décembre 2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 décembre 2011.
Stijn Curfs
Mandataire

Référence de publication: 2011173862/2.

(110202454) Déposé au registre de commerce et des sociétés de Luxembourg, le 19 décembre 2011.

Human Capital Group S.A., Société Anonyme.

Siège social: L-1526 Luxembourg, 23, Val Fleuri.

R.C.S. Luxembourg B 30.107.

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I. Extrait du Procès-verbal de l'Assemblée Générale Ordinaire tenue au siège social de façon extraordinaire le 12 octobre 2011

7 ème Résolution:

Le mandat des Administrateurs et du Commissaire étant arrivé à échéance à l'issue de la présente Assemblée, l'Assemblée Générale décide de renouveler avec effet immédiat le mandat des Administrateurs Madame Brigitte DENIS (Présidente du Conseil d'Administration), Monsieur Dominique RANSQUIN et Monsieur Philippe RICHELLE, ainsi que celui de Commissaire de la société H.R.T. REVISION S.A. pour une nouvelle période d'un an jusqu'à l'issue de l'Assemblée Générale Statutaire annuelle statuant sur les comptes clôturés 2011.

II. Changements d'adresse

La société a été notifiée du changement d'adresse de ses administrateurs et du commissaire au compte, qui est désormais située au 163, rue du Kiem, L-8030 Strassen.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour Human Capital Group S.A.

Référence de publication: 2011171700/19.

(110199374) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

IC InvestCorp G.m.b.H, Société à responsabilité limitée.

Siège social: L-2314 Luxembourg, 2A, place de Paris.

R.C.S. Luxembourg B 140.740.

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Durch Gesellschafterbeschluss vom 27. August 2010 wurde Herr Wilhelm Rosenbaum als Geschäftsführer abberufen. Zum neuen Geschäftsführer wurde Dr. Cedric Duvinage, geboren am 6. Januar 1987 in Starnberg (Deutschland), mit Wohnsitz in D-82279 Eching, Kaagangerstrasse 42, auf unbestimmte Zeit ernannt.

Référence de publication: 2011171716/10.

(110199340) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

International Pension Administration S.à r.l., Société à responsabilité limitée.

Siège social: L-1637 Luxembourg, 39, rue Goethe.

R.C.S. Luxembourg B 68.230.

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Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 1 er décembre 2011. Natacha Hainaux.

Référence de publication: 2011171741/10.

(110200407) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Nexis S.A., Société Anonyme.

Siège social: L-1218 Luxembourg, 22, rue Baudouin.

R.C.S. Luxembourg B 78.837.

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EXTRAIT

Les actionnaires de la société NEXIS S.A. se sont réunis en assemblée générale ordinaire en date du 30 novembre 2011 et ont pris la décision suivante:

Sont nommés administrateurs et administrateur-délégué pour une durée de 6 ans, leur mandat venant à expiration à l'assemblée générale de l'an 2017:

- Madame Yvette Pepin, née le 9 mars 1964 à Luxembourg, demeurant à L-6962 Senningen, 15B, rue de la Montagne. Mme Yvette Pepin est nommée Présidente du Conseil d'Administration. La gestion journalière est déléguée à Mme Yvette Pepin avec pouvoir d'engager la société avec la co-signature obligatoire d'un autre administrateur. Mme Pepin est le seul membre du conseil d'administration à être en charge de la gestion journalière.

- Maître Felix Laplume, avocat, avec adresse professionnelle à L-2324 Luxembourg, 6, avenue J-P Pescatore.

- La société HAWKINS FINANCIAL CORPORATION ayant son siège social à Trident Chambers, 146, Roadtown, Tortola, B.V.I.. Maître Felix Laplume, préqualifié, est désigné représentant permanent de la société Hawkins Financial Corporation au Conseil d'administration de notre société.

Est nommée commissaire pour une durée de 6 ans, son mandat venant à expiration lors de l'assemblée générale de 2017:

- Backoffice S.à r.l., ayant son siège social à L-3394 Roeser, 49, Grand-rue, inscrite au registre de commerce et des sociétés de Luxembourg, sous le numéro B 162.955.

Pour extrait conforme, délivré aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 30 novembre 2011.

Felix Laplume
Administrateur

Référence de publication: 2011171865/28.

(110199248) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Interpublicité, Société Anonyme.

Siège social: L-2220 Luxembourg, 691, rue de Neudorf.

R.C.S. Luxembourg B 6.619.

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Les comptes annuels au 31.12.2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Fiduciaire Comptable B + C S.à.r.l.
Luxembourg

Référence de publication: 2011171743/11.

(110199548) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Iridium Investholding Sàrl, Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-1660 Luxembourg, 60, Grand-rue.

R.C.S. Luxembourg B 84.796.

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Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011171745/9.

(110199345) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

IRML, Société Anonyme.

Siège social: L-1258 Luxembourg, 16, rue Jean-Pierre Brasseur.

R.C.S. Luxembourg B 132.014.

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Extrait des résolutions prises en date du 20 octobre 2011 par le conseil d'administration

Le 20 octobre 2011, le conseil d'administration a décidé:

- de transférer le siège social de la Société du 19, rue de Bitbourg, L-1273 Luxembourg au 16, rue Jean-Pierre Brasseur, L-1258 Luxembourg avec effet au 1 er janvier 2012.

Fait à Luxembourg, le 12 décembre 2011.

Pour extrait certifié conforme
Nicolaus Bocklandt / Yves de Naurois
Director / Director

Référence de publication: 2011171747/15.

(110199287) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Nomovida S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 115.530.

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Extrait de résolutions de l'assemblée générale annuelle ordinaire du 12 octobre 2011

1. L'assemblée générale décide de révoquer la société, INTERNATIONAL MANAGING COMPANY INC. du poste de commissaire. L'assemblée décide de nommer comme nouveau commissaire jusqu'en 2017, la société PARC IMMOBILIERE, ayant son siège social à L-1470 Luxembourg, 7, route d'Esch et inscrite registre de commerce et des sociétés sous le numéro B84249.

2. Les mandats des administrateurs sont reconduits pour une durée de 6 ans et jusqu'à l'assemblée ordinaire annuelle de 2017.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 30 octobre 2011.

NOMOVIDA S.A.
Francesco OLIVIERI
Administrateur

Référence de publication: 2011171870/19.

(110199357) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

JPMorgan European Property Holding Luxembourg 5 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 18.750,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 106.901.

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Suite aux résolutions prises par les associés de la Société en date du 8 décembre 2011, le mandat du Réviseur d'Entreprise PricewaterhouseCoopers S.à r.l. est reconduit pour une période expirant au moment de l'approbation des comptes annuels de la Société au 31 décembre 2011 par l'associé unique.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2011.

Pour la Société
TMF Management Luxembourg S.A.
Signataire autorisé

Référence de publication: 2011171757/16.

(110199234) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

JPMorgan European Property Holding Luxembourg 6 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 106.902.

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Suite aux résolutions prises par l'associé unique de la Société en date du 8 décembre 2011, le mandat du Réviseur d'Entreprise PricewaterhouseCoopers S.à r.l. est reconduit pour une période expirant au moment de l'approbation des comptes annuels de la Société au 31 décembre 2011 par l'associé unique.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2011.

Pour la Société
TMF Management Luxembourg S.A.
Signataire autorisé

Référence de publication: 2011171758/16.

(110199233) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Société Civile Immobilière Ady Reding et Fils, Société Civile Immobilière.

Siège social: L-2227 Luxembourg, 26, avenue de la Porte-Neuve.

R.C.S. Luxembourg E 2.383.

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Suite aux actes ci-après reçus par Maître Paul DECKER,

1) DONATION en date du 11 novembre 2011, enregistrée à Luxembourg Actes Civils le 16 novembre 2011, Relation LAC/2011/50832, les époux ensemble, Monsieur Adolphe REDING (i.n.: 19240420271) et Madame Antoinette CHRISTOPHE (i.n.: 19280306129), ont donné à leur fils, Monsieur Marc REDING (i.n.: 19570914335) trois cent trois (303) parts sociales;

2) ECHANGE de parts en date du 11 novembre 2011, enregistré à Luxembourg Actes Civils le 16 novembre 2011, Relation LAC/2011/50834, Monsieur Marc REDING (i.n.: 19570914335) a cédé une (1) part sociale à Monsieur Carlo REDING (i.n.: 19581015235).

Les parts sociales sont réparties comme suit:

1.- Monsieur Adolphe REDING	1
2.- Madame Antoinette CHRISTOPHE	1
3.- Monsieur Carlo REDING	305
Total: trois cent sept parts d'intérêts:	307

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 30 novembre 2011. Maître Paul DECKER.

Référence de publication: 2011171997/22.

(110199419) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

JPMorgan European Property Holding Luxembourg 7 S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 134.037.

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Suite aux résolutions prises par l'associé unique de la Société en date du 8 décembre 2011, le mandat du Réviseur d'Entreprise PricewaterhouseCoopers S.à r.l. est reconduit pour une période expirant au moment de l'approbation des comptes annuels de la Société au 31 décembre 2011 par l'associé unique.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2011.

Pour la Société

TMF Management Luxembourg S.A.

Signataire autorisé

Référence de publication: 2011171759/16.

(110199232) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Kintzle - Mertz - Rausch S.à.r.l., Société à responsabilité limitée.

Siège social: L-8833 Wolwelange, 65, rue Principale.

R.C.S. Luxembourg B 95.946.

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DISSOLUTION

L'an deux mil onze, le vingt et un novembre.

Pardevant Maître Camille MINES, notaire de résidence à Capellen,

ont comparu:

1) Madame Catherine MERTZ, retraitée, née à Hostert, le 30 septembre 1932, veuve de Monsieur Robert KINTZLé, NIN 1932 0930 165, demeurant à L-8833 Wolwelange, 63, rue Principale;

2) Monsieur Marco RAUSCH, fonctionnaire de l'Etat, né à Wiltz, le 13 septembre 1955, NIN 1955 0913 219, demeurant à L-8317 Cap, 22, rue de la Forêt;

3) Monsieur Guy RAUSCH, salarié, né à Redange-sur-Attert, le 30 août 1960, NIN 1960 0830 239, demeurant à L-8833 Wolwelange, 43, rue de l'Eglise;

4) Mademoiselle Gaby RAUSCH, employée de l'Etat, née à Ettelbruck, le 12 juin 1964, NIN 1964 0612 366, célibataire, demeurant à L-7243 Bereldange, 64, rue du Dix Octobre;

Lesquels comparants ont requis le notaire instrumentaire de documenter comme suit leurs déclarations:

I.- Que les comparants sont les seuls et uniques associés de la société à responsabilité limitée "KINTZLE - MERTZ - RAUSCH, S. à r. l.", avec siège social à L-8833 Wolwelange, 65, rue Principale, NIN 1987 2405 928, inscrite au Registre de Commerce de et à Luxembourg, sous la section B numéro 0095946,

constituée suivant acte reçu par le notaire Marc ELTER, en remplacement du notaire Camille HELLINCKX, en date du 5 octobre 1987, publié au Mémorial C numéro 7 du 9 janvier 1988.

II.- Que le capital social est fixé à vingt-quatre mille sept cent quatre-vingt-dix euros (24.790,00 EUR), divisé en cent (100) parts sociales de deux cent quarante-sept euros et quatre-vingt-dix cents (247,90 EUR).

III.- Que l'associé Monsieur Robert KINTZLE, né à Luxembourg, le 15 décembre 1932, NIN 1932 1215 192, avec dernier domicile à Wolwelange, est décédé à Luxembourg-Ville, le 15 octobre 2010 et que les époux Robert KINTZLE et Catherine MERTZ étaient mariés sous le régime de la communauté universelle de biens, suivant acte reçu par le notaire Camille HELLINCKX, alors de résidence à Luxembourg, en date du 2 mars 1988, enregistré à Luxembourg A. C., le 9 mars 1988 au volume 839B, folio 69, case 7, avec stipulation que la communauté de biens appartiendrait en totalité au survivant d'eux, de sorte que suite à l'attribution contenue au prédit contrat de mariage, les parts sociales de la prédite société détenues par le défunt appartiennent en totalité à Madame Catherine MERTZ, prénommée.

IV.- Que les parts sociales se répartissent dorénavant comme suit:

Madame Catherine MERTZ, prénommée, quarante parts sociales;	40
Monsieur Marco RAUSCH, prénommé, vingt parts sociales;	20
Monsieur Guy RAUSCH, prénommé, vingt parts sociales;	20
Mademoiselle Gaby RAUSCH, prénommée, vingt parts sociales;	20
Total: Cent parts sociales	100

V.- Que la société "KINTZLE - MERTZ - RAUSCH, S. à r.l." est actuellement encore propriétaire d'une maison de commerce et d'habitation sise à L-8833 Wolwelange, 65, rue Principale, avec le privilège de cabaretage y attaché, inscrite au cadastre de la commune de Rambrouch, section PC de Wolwelange, sous le numéro 177/2509 (antérieurement sous les numéros cadastraux 177/1286 et 178/774), lieudit "Wolwelange", place (occupée), bâtiment à habitation, contenant 06,12 ares.

Origine de propriété

L'immeuble prédésigné a été acquis par la société

"KINTZLE - MERTZ - RAUSCH, S. à r.l." en vertu d'un acte d'une déclaration de command documentée par le notaire Alex WEBER, alors de résidence à Rambrouch, en date du 5 octobre 1987, transcrite au bureau des hypothèques à Diekirch, le 26 octobre 1987, volume 687, numéro 150.

VI.- Que pour faire entrer chaque associé dans ses droits, l'immeuble prédésigné a été attribué dans les proportions suivantes comme suit:

- à Madame Catherine MERTZ, prénommée, quatre dixièmes en pleine propriété;

- à Monsieur Marco RAUSCH, prénommé, deux dixièmes en pleine propriété;

- à Monsieur Guy RAUSCH, prénommé, deux dixièmes en pleine propriété;

- à Mademoiselle Gaby RAUSCH, prénommée, deux dixièmes en pleine propriété.

VII.- Que les associés évaluent le prédit immeuble à la somme de TROIS CENT CINQUANTE MILLE EUROS (350.000,00 €).

VIII.- Que les associés de la société "KINTZLE - MERTZ - RAUSCH, S. à r. l." acceptent chacun les portions qui lui sont attribués ci-dessus.

VIII.- Que la société a cessé toute activité commerciale.

IX.- Que d'un commun accord des associés, la société à responsabilité limitée "KINTZLE - MERTZ - RAUSCH, S. à r. l." est dissoute.

X.- Que les associés déclarent que la liquidation a eu lieu aux droits des parties et est clôturée.

XI.- Que décharge pleine et entière est accordée au gérant de la société pour l'exécution de son mandat.

XII.- Que les livres et documents de la société dissoute resteront déposés pendant cinq ans au moins à son ancien siège social à L - 8833 Wolwelange, 65, rue Principale.

XIII.- Que tous les frais et honoraires du présent acte, évalués à la somme de mille euros, sont à la charge des associés.

XIV.- Au cas où, par impossible, une dette ou une créance de la société aurait échappé aux associés, Madame Catherine MERTZ prendrait la qualité de liquidateur et se chargerait du dépens et le profit de l'opération sera à charge des associés au prorata de leurs parts.

DONT ACTE, fait et passé à Capellen, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par noms, prénoms, états et demeures, ils ont tous signé avec Nous notaire le présent acte.

Signé: C. Mertz, M. Rausch, G. Rausch, G. Rausch, C. Mines.

Enregistré à Capellen, le 30 novembre 2011. Relation: CAP/2011/4625. Reçu soixante-quinze euros. 75,-€

Le Receveur (signé): I. Neu.

POUR EXPEDITION CONFORME, délivrée aux parties sur demande pour servir à des fins de transcription.

Capellen, le 5 décembre 2011.

Référence de publication: 2011171765/79.

(110199492) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Koenig Lux S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 125.164.

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Extrait de résolution de l'assemblée générale annuelle ordinaire du 12 octobre 2011

1. L'assemblée générale décide de révoquer la société, INTERNATIONAL MANAGING COMPANY INC. du poste de commissaire. L'assemblée décide de nommer comme nouveau commissaire jusqu'en 2013, la société PARC IMMOBILIERE, ayant son siège social à L-1470 Luxembourg, 7, route d'Esch et inscrite registre de commerce et des sociétés sous le numéro B84249.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 30 octobre 2011.

KOENIG LUX S.A.

Simon TORTELL

Administrateur

Référence de publication: 2011171767/17.

(110199361) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

KOWAC Objektgesellschaft bürgerlichen Rechts, Société Civile.

Siège social: L-1528 Luxembourg, 16A, boulevard de la Foire.

R.C.S. Luxembourg E 4.121.

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Herr Joh. Wilhelm Burke hat sein Mandat als Geschäftsführer zum 17. November 2011 niedergelegt.

Herr Aloyse Wagner und Herr Jacques Wolter haben ihre Mandate als Geschäftsführer mit Wirkung zum 18. November 2011 niedergelegt.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Für KOWAC Objektgesellschaft bürgerlichen Rechts

Référence de publication: 2011171769/12.

(110199304) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Statuto Capital S.à r.l., Société à responsabilité limitée.

Capital social: EUR 90.000,00.

Siège social: L-1470 Luxembourg, 70, route d'Esch.

R.C.S. Luxembourg B 113.030.

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EXTRAIT

Il résulte des décisions prises par l'Actionnaire Unique de la Société en date du 1 er décembre 2011 que:

1. Le siège social de la société est transféré du 15, rue Edward Steichen, L-2540 Luxembourg au 70, route d'Esch, L-1470 Luxembourg, avec effet au 8 novembre 2011.

2. La démission de M. Ivo Hemelraad en tant que gérant classe A de la Société avec effet au 8 novembre 2011 est acceptée.

3. M. Patrice Gallasin, né le 9 décembre 1970 à Villers-Semeuse, France et avec adresse professionnelle au 70, route d'Esch, L-1470 Luxembourg est nommé gérant classe A de la Société avec effet au 8 novembre 2011 pour une durée illimitée.

Par conséquence, le conseil de gérance de la Société est désormais composé comme suit.

- M. Patrice Gallasin, prénommé, en tant que gérant classe A; et

- Mme. Daniela Ferrari, née le 2 octobre 1958 à Stagno, Lombardo, Italie, avec adresse au Gratosoglio N° 60, I-20121 Milano, Italie, en tant que gérant classe B.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait conforme
Signature
Un mandataire

Référence de publication: 2011172001/25.

(110199336) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Mocaf S.à r.l., Société à responsabilité limitée.

Siège social: L-7420 Cruchten, 51A, rue Principale.

R.C.S. Luxembourg B 132.585.

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Les comptes annuels au 31.12.2007 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2011171847/10.

(110199822) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Dundee International (Luxembourg) Holdings S.à r.l., Société à responsabilité limitée.

Capital social: EUR 108.197.412,00.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 160.396.

—

Il résulte des résolutions adoptées le 9 décembre 2011 par l'associé de la Société que la personne suivante a démissionné de son poste de gérant catégorie A de la Société avec effet au 9 Décembre 2011:

- Mr. Douglas Quesnel, ayant son adresse professionnelle au 30, Adelaide Street East, ON M5C 2C5, Toronto, Canada, né le 13 mai 1966, à Montréal, Canada;

Il résulte des même résolutions que la personne suivante ont été nommée en tant que gérant catégorie A au sein de la Société avec effet au 9 décembre 2011 et pour une durée indéterminée:

- Mr. Mark Hogan, ayant son adresse professionnelle au 30, Adelaide Street East, ON M5C 2C5, Toronto, Canada, né le 10 novembre 1975, à Toronto, Canada;

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 20 Décembre 2011.

Référence de publication: 2011174039/18.

(110203160) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Mercator Finance Luxembourg AG, Société Anonyme.

Siège social: L-2510 Luxembourg, 31, rue Schafstrachen.

R.C.S. Luxembourg B 136.816.

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Auszug aus dem Protokoll der Verwaltungsratssitzung vom 7. Dezember 2011

Herr Frank Wagener, geboren am 15. November 1952 in Luxembourg, berufsansässig in 69 route d'Esch, L-2953 Luxembourg, wird als Nachfolger von Herrn Lucien Thiel zum vorläufigen Mitglied des Verwaltungsrates ernannt. Diese Ernennung erfolgt mit Wirkung bis zur nächsten Hauptversammlung der Gesellschafter, die eine endgültige Wahl vornehmen wird.

Luxemburg, den 14. Dezember 2011.
Beglaubigte Kopie
Für die Gesellschaft
Signature

Référence de publication: 2011171809/16.

(110199391) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Pro Toura Luxembourg GmbH, Société à responsabilité limitée.

Siège social: L-5411 Canach, 15, rue d'Oetrange.

R.C.S. Luxembourg B 77.465.

—

Il résulte d'une décision des associés ayant pris effet le 1 er juillet 2008 que suite au décès de Monsieur Ernest HEINISCH survenu le 17 novembre 2007, celui-ci a été remplacé aux fonctions de gérant de la société Pro Toura Luxembourg,

GmbH par Monsieur Fernand HEINISCH, né à Luxembourg le 23 juillet 1965, demeurant à L-6684 Mertert, 27, rue du Parc, nommé pour une durée indéterminée.

Luxembourg, le 18 juillet 2008.
Pour la Société

Référence de publication: 2011171951/13.

(110199489) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Mauy Group S.A., Société Anonyme.

Siège social: L-1526 Luxembourg, 23, Val Fleuri.

R.C.S. Luxembourg B 96.971.

Extrait - Démission unilatérale

Messieurs Christophe BLONDEAU et Romain THILLENS et Nour-Eddin NIJAR ont remis leur démission, avec effet immédiat, de leur mandat d'administrateurs de la société MAUY GROUP S.A., Société Anonyme, ayant son siège social au 23 Val Fleuri, L-1526 Luxembourg, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés sous le numéro B 96.971 (la «Société»).

Lauren Business Limited a également remis, avec effet immédiat, sa démission de son mandat de commissaire aux comptes de la Société.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Strassen, le 12 décembre 2011.

Référence de publication: 2011171832/16.

(110199378) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

EMG (Luxembourg) S.A., European Marketing Group (Luxembourg) S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 50, route d'Esch.

R.C.S. Luxembourg B 16.575.

Extrait du procès-verbal de la réunion du conseil d'administration du 25 novembre 2011

MODIFICATION DANS LA COMPOSITION DU CONSEIL D'ADMINISTRATION

Le Conseil prend acte la démission de Monsieur Hendrikus F.T. FREDERIKS comme administrateur de la société.

A l'unanimité, le Conseil décide de ne pas pourvoir à son remplacement pour le moment.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011172419/12.

(110200463) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2011.

MIB BP Portfolio, Société à responsabilité limitée.

Siège social: L-2661 Luxembourg, 42, rue de la Vallée.

R.C.S. Luxembourg B 142.724.

Suite à l'assemblée générale extraordinaire tenue le 13 décembre 2011, il a été décidé de renouveler le mandat de VALON S.A., ayant son siège social à L-2661 Luxembourg, 42, rue de la Vallée, enregistrée au Registre de Commerce et des Société sous le numéro B-63.143 en tant que Gérant de la société avec effet au 30 juin 2010.

Son mandat s'achèvera à l'issue de l'assemblée générale annuelle qui se tiendra en 2012.

Luxembourg, le 14 décembre 2011.
Pour: MIB BP PORTFOLIO
Société à responsabilité limitée
Experta Luxembourg
Société Anonyme
Nathalie Lett / Valérie Wozniak

Référence de publication: 2011171845/17.

(110199441) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Metapax Investholding S.à r.l., Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-1660 Luxembourg, 60, Grand-rue.

R.C.S. Luxembourg B 100.379.

—

Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011171839/9.

(110200284) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Norstar Property S.A., Société Anonyme.

Siège social: L-4963 Clemency, 9, rue Basse.

R.C.S. Luxembourg B 114.061.

—

Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Clemency, le 19 octobre 2011.

SV SERVICES S.à r.l.

9, rue basse

L-4963 CLEMENCY

Signature

Référence de publication: 2011171872/14.

(110199711) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Metrofina Investholding S.à r.l., Société à responsabilité limitée - Société de gestion de patrimoine familial.

Siège social: L-1660 Luxembourg, 60, Grand-rue.

R.C.S. Luxembourg B 84.664.

—

Le bilan au 31 décembre 2010 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011171840/9.

(110200252) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

N. Folschette S.àr.l., Société à responsabilité limitée.

Siège social: L-1899 Kockelscheuer, 16, route de Luxembourg.

R.C.S. Luxembourg B 67.193.

—

Les comptes annuels au 31.12.2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

N. Folschette

La gérante

Référence de publication: 2011171854/11.

(110199094) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Sensit Communications GmbH, Société à responsabilité limitée.

Siège social: L-6440 Echternach, 44, rue de la Gare.

R.C.S. Luxembourg B 118.331.

—

Rectificatif du dépôt enregistré et déposé le 09/12/2011
référence L110196320

Il faut lire:

Le siège social de la société est transféré au 44, rue de la Gare, L-6440 Echternach au lieu de L-6460 Echternach.

Référence de publication: 2011172032/11.

(110199321) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

A.L. Néon SA, Société Anonyme.

Siège social: L-8824 Perle, 34, rue de la Poste.

R.C.S. Luxembourg B 102.687.

—

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Hesperange, le vendredi 2 décembre 2011.

Pour la société

M e Martine DECKER

Notaire

Référence de publication: 2011172148/13.

(110199485) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

OBE Concept, Société Anonyme.

Siège social: L-2425 Luxembourg, 12, rue de la Résistance.

R.C.S. Luxembourg B 132.294.

—

Extrait du procès-verbal de l'assemblée générale
extraordinaire des actionnaires, tenue en date du 16 novembre 2011

Il résulte de l'assemblée générale extraordinaires des actionnaires, tenue en date du 16 novembre 2011, à Luxembourg, rue de la Résistance, 12, que:

1) Le mandat de commissaire aux comptes, confié à ACCOUNTING PARTNERS sàrl, est révoqué.

2) Le mandat de commissaire aux comptes, ainsi libéré, est confié, à partir de l'exercice 2010-2011, à INTARIS SALAIRES ET GESTION sàrl, avec siège sis à L-7540 ROLLINGEN, rue de Luxembourg, 113.

LUXEMBOURG, le 16 novembre 2011.

Signature

L'administrateur-délégué

Référence de publication: 2011171876/17.

(110199217) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

MaxInvest S.à r.l., Société à responsabilité limitée.

Capital social: EUR 412.500,00.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.

R.C.S. Luxembourg B 112.125.

—

EXTRAIT

Il résulte d'une cession de parts intervenue en date du 16 décembre 2011 que:

Monsieur Michael PAWLOWSKI, demeurant au 154, Les Cheseaux-Dessus, CH - 1264 St-Cergue, Suisse a cédé 16.500 parts sociales qu'il détenait dans la société Maxinvest S.à r.l., ayant son siège social au 2, avenue Charles de Gaulle, L - 1653 Luxembourg à la société Pan Europe Ltd., ayant son siège social à MAICO Building, The Valley, Anguilla, Iles Vierges Britanniques.

Cette cession de parts a été notifiée et acceptée par la société Mainvest S.à r.l. en date du 16 décembre 2011 conformément à l'article 1690 du Code Civil et à la loi du 10 août 1915 sur les sociétés commerciales.

Suite à cette cession, le capital social de la société Maxinvest S.à r.l. est détenu comme suit:

Pan Europe Ltd., ayant son siège social à MAICO Building, The Valley, Anguilla, Iles Vierges Britanniques: 16.500 parts sociales.

Pour extrait conforme.
Luxembourg, le 16 décembre 2011.

Référence de publication: 2011174289/21.

(110203354) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Otto Finance Luxembourg A.G., Société Anonyme.

Siège social: L-2510 Luxembourg, 31, rue Schafsstrachen.

R.C.S. Luxembourg B 83.846.

—

Auszug aus dem Protokoll der Verwaltungsratssitzung vom 7. Dezember 2011

Herr Frank Wagener, geboren am 15. November 1952 in Luxembourg, berufsansässig in 69, route d'Esch, L-2953 Luxembourg, wird als Nachfolger von Herrn Lucien Thiel zum vorläufigen Mitglied des Verwaltungsrates ernannt. Diese Ernennung erfolgt mit Wirkung bis zur nächsten Hauptversammlung der Gesellschafter, die eine endgültige Wahl vornehmen wird.

Luxemburg, den 14. Dezember 2011.

Beglaubigte Kopie

Für die Gesellschaft

Signature

Référence de publication: 2011171882/16.

(110199390) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Pearle Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 961.500,00.

Siège social: L-4010 Esch-sur-Alzette, 32, rue de l'Alzette.

R.C.S. Luxembourg B 125.707.

—

EXTRAIT

Par contrat de transfert de parts sociales du 14 novembre 2011, Pearle Benelux B.V. a cédé les neuf mille six cent quinze (9.615) parts sociales qu'elle détenait dans la Société, à GrandVision Optique International S.A., une société établie sous le droit belge, ayant son siège social au 101, rue Royale, 1000 Bruxelles, Belgique et enregistrée au Carrefour Banque des Entreprises sous le numéro 466.595.833 ("GrandVision Optique International S.A.").

En conséquence, GrandVision Optique International S.A. détient, à ce jour, l'ensemble des neuf mille six cent quinze (9.615) parts sociales de la Société, et est son actionnaire unique.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2011.

Référence de publication: 2011171896/17.

(110199412) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Valstar S.A., Société Anonyme.

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 50.005.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Référence de publication: 2011172099/9.

(110200059) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Pacific Capital S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 128.302.

—

Extrait des résolutions des associés prises en date du 30 novembre 2011

Il résulte des décisions des Associés prises en date du 30 novembre 2011 que:

- La démission de Monsieur Massimo Armanini, directeur, avec adresse professionnel, 3, via V. Monti, I-20123 Milan, de ses fonctions de gérant de société est acceptée et ce, avec effet immédiat.

- La nomination d'un gérant de catégorie A de Monsieur Cristian D'Ippolito, avec adresse professionnel, 1 via degli Albrizzi, CH-6900 Lugano pour une durée indéterminée. Conformément aux statuts, la société est engagée par la signature conjointe d'un gérant de catégorie A et d'un gérant de catégorie B.

Luxembourg, le 30 novembre 2011.
Pour extrait conforme
Pour la Société
Signature
Un mandataire

Référence de publication: 2011171923/19.

(110199381) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Eumontes S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 41, boulevard du Prince Henri.

R.C.S. Luxembourg B 106.251.

—

Les comptes annuels au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.
Fait à Luxembourg, le 16 décembre 2011.

Référence de publication: 2011172414/10.

(110200786) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2011.

Parc Immobilière, Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 84.249.

—

Extrait de résolution de l'assemblée générale annuelle ordinaire tenue le 12 octobre 2011

L'assemblée décide de révoquer comme commissaire la société INTERNATIONAL MANAGING COMPANY INC., et de nommer comme nouveau commissaire, pour un mandat de 5 ans jusqu'à l'assemblée annuelle ordinaire qui se tiendra en 2016, la société DOM ESTATE S.A. ayant son siège social au L-1470 Luxembourg, 7, route d'Esch et enregistrée au RCS Luxembourg sous la référence B94.768.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 30 octobre 2011.
PARC IMMOBILIERE
Administrateur

Référence de publication: 2011171925/16.

(110199360) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Paul Wurth International S.A., Société Anonyme.

Siège social: L-1122 Luxembourg, 32, rue d'Alsace.

R.C.S. Luxembourg B 55.570.

—

Extrait du procès-verbal de l'assemblée générale des actionnaires tenue à Luxembourg le 2 novembre 2011

Il résulte de l'assemblée générale de la Société qui s'est tenue au siège social de la Société en date du 2 novembre 2011 que:

«L'Assemblée décide de désigner Deloitte S.A., société anonyme ayant son siège social au 560, rue de Neudorf, L-2220 Luxembourg, immatriculée au Registre du commerce et des sociétés de Luxembourg sous le numéro B 67 895 en tant que réviseur d'entreprises agrée pour un mandat relatif au contrôle des comptes annuels 2011 expirant lors de l'assemblée générale annuelle des actionnaires devant avoir lieu en 2012.»

Luxembourg, le 2 novembre 2011.
Pour extrait conforme
Le président du Conseil d'Administration

Référence de publication: 2011171932/17.

(110199312) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Diacine Investments, Société Anonyme.

Siège social: L-1246 Luxembourg, 4, rue Albert Borschette.

R.C.S. Luxembourg B 153.682.

—

EXTRAIT

Le 2 décembre 2011, l'Actionnaire unique de la société Diacine Investments a pris les résolutions suivantes:

Monsieur Nicolas Paulmier, est rayé du conseil d'administration suite à sa démission.

Monsieur Pierre Estrade, né le 2 avril 1979 à Lourdes en France, ayant comme adresse professionnelle 4 Square Edouard VII, 75009 Paris, France a été nommé membre du conseil d'administration avec effet au 30 novembre 2011 pour une durée déterminée de cinq ans jusqu'à l'assemblée générale approuvant les comptes de l'exercice se terminant en 2015.

Monsieur Pierre-Alexandre Richon, né le 26 septembre 1982 à Thionville en France, ayant comme adresse professionnelle 4 rue Albert Borschette L-1246 Luxembourg a été nommé membre du conseil d'administration avec effet au 30 novembre 2011 pour une durée déterminée de cinq ans jusqu'à l'assemblée générale approuvant les comptes de l'exercice se terminant en 2015.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2011.

Diacine Investments

Signature

Référence de publication: 2011174709/21.

(110203330) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Resitalia Holding Sca, Société en Commandite par Actions.

Siège social: L-1470 Luxembourg, 70, route d'Esch.

R.C.S. Luxembourg B 95.325.

—

EXTRAIT

Il résulte de la décision prise par le Gérant de la Société en date du 1 er décembre 2011 que le siège social de la société est transféré du 15, rue Edward Steichen, L-2540 Luxembourg au 70, route d'Esch, L-1470 Luxembourg, avec effet au 24 novembre 2011.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait conforme

Signature

Un mandataire

Référence de publication: 2011171971/15.

(110199389) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Sab Soparfin S.A., Société Anonyme.

Siège social: L-1470 Luxembourg, 7, route d'Esch.

R.C.S. Luxembourg B 67.856.

—

Extrait de résolution de l'assemblée générale annuelle ordinaire du 12 octobre 2011

L'assemblée générale décide de révoquer la société, INTERNATIONAL MANAGING COMPANY INC. du poste de commissaire. L'assemblée décide de nommer comme nouveau commissaire jusqu'en 2013, la société PARC IMMOBILIERE, ayant son siège social à L-1470 Luxembourg, 7, route d'Esch et inscrite registre de commerce et des sociétés sous le numéro B 84.249.

Pour extrait sincère et conforme, délivré aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 30 octobre 2011.

LOUSIN INVESTMENT, Société Anonyme

Francesco OLIVIERI

Administrateur

Référence de publication: 2011172004/17.

(110199354) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Luxshipping S.A., Société Anonyme.

Siège social: L-5515 Remich, 9, rue des Champs.

R.C.S. Luxembourg B 90.856.

—

Auszug aus dem Protokoll der ordentlichen Generalversammlung Abgehalten am Firmensitz Ausserordentlich am 15. November 2011 um 14.00 UHR

Herr Govert Willem MACLEANEN, geboren am 20.08.1938 in Hurwenen (NL), wohnhaft in L – 5401 Ahn, 7, Route du Vin legt sein Mandat als Verwaltungsratmitglied am heutigen Tag nieder.

An seiner Stelle wird G.G.H. Comm. VA, eingeschrieben im „Koophandel" Antwerpen unter der Nummer 262664, mit Sitz in B – 3980 Tessenderlo, Gettendonkstraat 1, rechtmässig vertreten durch Herrn Guido GOVERS, geboren am 09.07.1945 in Antwerpen (B), beruflich wohnhaft in B – 3980 Tessenderlo, Gettendonkstraat 1, einstimmig als neues Verwaltungsratmitglied ernannt. Das Mandat endet mit der Generalversammlung die im Jahre 2014 stattfinden wird.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Für gleichlautende Ausfertigung
Der Verwaltungsrat

Référence de publication: 2011174285/18.

(110202719) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Restaurant Bloen Eck, Société à responsabilité limitée unipersonnelle,

(anc. Il Delfino Sàrl).

Siège social: L-9186 Stegen, 1, rue de Diekirch.

R.C.S. Luxembourg B 134.633.

—

Assemblée générale extraordinaire du 1 er août 2011

Le soussigné,

Monsieur Francesco CONTE, né le 16 février 1963 à Diekirch, demeurant à L-9186 Stegen, 1, rue de Diekirch, associé de la société Restaurant Bloen Eck Sàrl:

A pris en ce jour les décisions suivantes:

- Démission du gérant technique: Monsieur Francesco CONTE, demeurant à L-9186 Stegen, 1, rue de Diekirch.

- Nomination de la gérante technique: Madame Athenais ALTAMURA, demeurant à L-9831 CONSTHUM, 4, rue Knupp.

- Démission de la gérante administrative: Madame SANTAVICCA Franca, demeurant à L-9068 Ettelbruck, 5, rue Michel Lentz.

- Nomination du gérant administratif: Monsieur Francesco CONTE, demeurant à L-9186 Stegen, 1, rue de Diekirch.

Stegen, le 1 er août 2011. Francesco CONTE.

Référence de publication: 2011171973/20.

(110199278) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Payabo Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 160.363.

—

EXTRAIT

Changement suivant le contrat de cession de parts du 14 décembre 2011:

- Ancienne situation associée:

	parts sociales
Intertrust (Luxembourg) S.A.	250

- Nouvelle situation associée:

parts sociales

Payabo Investments Limited, enregistrée auprès du registre du commerce et des sociétés des Iles Caïmanssous le numéro 264912, ayant son siège social à c/o Maples Corporate Service Limited, Ugland House, KY1-1104 Grand Cayman. 250

Luxembourg, le 19 décembre 2011.

Pour extrait sincère et conforme
Pour Payabo Investments S.à r.l.
Intertrust (Luxembourg) S.A.

Référence de publication: 2011174358/23.

(110202546) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Strasbourg Estate S.à r.l., Société à responsabilité limitée,
(anc. Quelbuild S.A.).

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 66.215.

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Les statuts coordonnés de la prédite société au 23 novembre 2011 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Mersch, le 14 décembre 2011.

Maître Marc LECUIT
Notaire

Référence de publication: 2011172003/14.

(110199353) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

SHIP Luxco 1 S.à r.l., Société à responsabilité limitée.

Siège social: L-1222 Luxembourg, 2-4, rue Beck.

R.C.S. Luxembourg B 154.678.

—

EXTRAIT

Il résulte d'une décision de l'associé unique de la Société en date du 30 novembre 2011, d'accepter la démission en tant que gérant de catégorie A avec effet immédiat de:

- Monsieur Desmond Mitchell, né le 24 août 1957 à Wells, Royaume-Uni, résidant au 17, Penners Garden, KT6 6JW Surbiton, Royaume-Uni.

Il résulte d'une décision de l'associé unique de la Société en date du 30 novembre 2011, de nommer en tant que gérant de catégorie A de la Société avec effet immédiat:

- Monsieur Fergal O'Hannrachain, né le 27 novembre 1964 à Dublin, Allemagne, résidant au 7, rue Tubis, L-2629 Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2011.

Un mandataire

Référence de publication: 2011172034/19.

(110199303) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Sol & Style S.à.r.l., Société à responsabilité limitée.

Siège social: L-4974 Dippach, 3, rue de Holzem.

R.C.S. Luxembourg B 110.827.

—

Il résulte d'un contrat de cession de parts sociales du 26 novembre 2011, que Monsieur Michel Gardien, demeurant à B-6860 Louftemont, 10, rue Albert 1 er , a cédé la totalité de ses parts sociales, soit 251 (deux cent cinquante et une) parts sociales, qu'il détient dans la société Sol & Style S.àr.l. à Monsieur Frédéric Othe, demeurant à L-4974 Dippach, 3, rue de Holzem, qui accepte.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 26 novembre 2011.
Sol & Style S.àr.l.

Référence de publication: 2011172043/14.
(110199403) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

ProLogis Czech Republic XX S.à r.l., Société à responsabilité limitée.

Siège social: L-1930 Luxembourg, 34-38, avenue de la Liberté.

R.C.S. Luxembourg B 116.587.

—

DISSOLUTION

In the year two thousand and eleven, on the twenty-fifth day of November,

Before the undersigned, Maître Gérard LECUIT, notary residing in Luxembourg.

There appeared:

Mr Marc BECKER, private employee, residing professionally in Luxembourg,

acting in the name and on behalf of ProLogis European Developments B.V., a company incorporated under the laws of The Netherlands, having its registered office in NL-1118 BG Schiphol Airport, 115, Schiphol Boulevard, registered in the Commercial Register of Amsterdam under number 34248696,

by virtue of a proxy given on 17 November 2011.

The said proxy, signed "ne varietur" by the person appearing and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.

Such appearer, acting in the said capacity, has requested the undersigned notary to state:

- that ProLogis Czech Republic XX S.à r.l., having its principal office in L-1930 Luxembourg, 34-38 Avenue de la Liberté, has been incorporated pursuant to a deed of the undersigned notary, dated May 16, 2006, published in the Mémorial, Recueil des Sociétés et Associations, number 1429 of July 25, 2006 (the "Company") and the Company's articles of incorporation have not been amended since that date;

- that the share capital of the Company is fixed at twelve thousand five hundred Euros (EUR 12,500.-) represented by five hundred (500) shares with a par value of twenty-five Euros (EUR 25.-) each, fully paid up;

- that ProLogis European Developments B.V. prenamed, has become owner of all the shares in the Company;

- that the appearing party, in its capacity as sole shareholder of the Company, has resolved to proceed to the anticipatory and immediate dissolution of the Company and to put it into liquidation;

- that the sole shareholder, in its capacity as liquidator of the Company, and according to the balance sheet of the Company as at 18 October 2011 declares that all the liabilities of the Company, including the liabilities arising from the liquidation, are settled or retained;

The appearing party furthermore declares that:

- the Company's activities have ceased;

- the sole shareholder is thus vested with all the assets of the Company and undertakes to settle all and any liabilities of the terminated Company, the balance sheet of the Company as at 18 October 2011 being only one information for all purposes;

- following to the above resolutions, the Company's liquidation is to be considered as accomplished and closed; -the Company's manager is hereby granted full discharge with respect to its duties;

- there should be proceeded to the cancellation of all issued units;

- the books and documents of the corporation shall be lodged during a period of five years at L-1930 Luxembourg, 34-38 Avenue de la Liberté.

The undersigned notary, who knows English, states that on request of the appearing party, the present deed is worded in English, followed by a French version and in case of discrepancies between the English and the French text, the English version will be binding.

Costs

The costs, expenses, remunerations or charges in any form whatsoever incumbent to the company and charged to it by reason of the present deed are estimated approximately at ONE THOUSAND THREE HUNDRED EURO (1,300.- EUR).

WHEREOF, the present deed was drawn up in Luxembourg, on the day named at the beginning of this document.

The document having been read to the proxyholders of the person appearing who is known to the notary by their surname, first name, civil status and residence, he signed together with the notary the present deed.

Suit la traduction française du texte qui précède:

L'an deux mille onze, le vingt-cinq novembre.

Par-devant Maître Gérard LECUIT, notaire de résidence à Luxembourg.

A COMPARU:

Monsieur Marc BECKER, employé privé, demeurant professionnellement à Luxembourg,

agissant en sa qualité de mandataire spécial de ProLogis European Developments B.V., une société constituée selon le droit des Pays-Bas, ayant son siège à NL-1118 BG Schiphol Airport, 115, Schiphol Boulevard, inscrite au Registre de Commerce de Amsterdam sous le numéro 34248696,

en vertu d'une procuration sous seing privé datée du 17 novembre 2011.

Laquelle procuration restera, après avoir été signée "ne varietur" par le comparant et le notaire instrumentant, annexée aux présentes pour être formalisée avec elles.

Lequel comparant, ès qualités qu'il agit, a requis le notaire instrumentant d'acter:

- que la société ProLogis Czech Republic XX S.à r.l., ayant son siège social à L1930 Luxembourg, 34-38 Avenue de la Liberté, a été constituée suivant acte reçu par le notaire soussigné en date du 16 mai 2006, publié au Mémorial, Recueil des Sociétés et Associations, numéro 1429 du 25 juillet 2006 (la («Société») et dont les statuts n'ont pas été modifiés jusqu'à ce jour;

- que le capital social de la Société s'élève actuellement à douze mille cinq cents euros (EUR 12.500,-) représenté par cinq cents (500) parts sociales, d'une valeur nominale de vingt-cinq euros (EUR 25,-) chacune, entièrement libérées;

- que ProLogis European Developments B.V., précitée, est devenue seule propriétaire de toutes les parts sociales de la Société;

- que la partie comparante, en sa qualité d'associée unique de la Société, a décidé de procéder à la dissolution anticipée et immédiate de la Société et de la mettre en liquidation;

- que l'associée unique, en sa qualité de liquidateur de la Société et au vu du bilan de la Société au 18 octobre 2011, déclare que tout le passif de la Société, y compris le passif lié à la liquidation de la Société, est réglé ou dûment provisionné;

La partie comparante déclare encore que:

- l'activité de la Société a cessé;

- l'associée unique est investie de l'entièreté de l'actif de la Société et déclare prendre à sa charge l'entièreté du passif de la Société qu'il soit connu et impayé, ou inconnu et non encore payé, le bilan de la Société au 18 octobre 2011 étant seulement un des éléments d'information à cette fin;

- suite aux résolutions ci-avant, la liquidation de la Société est à considérer comme accomplie et clôturée;

- décharge pleine et entière est accordée au gérant de la Société;

- il y a lieu de procéder à l'annulation de toutes les parts sociales émises;

- les livres et documents de la Société devront être conservés pendant la durée légale de cinq ans à L-1930 Luxembourg, 34-38 Avenue de la Liberté.

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que les comparants l'ont requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

Frais

Les frais, dépenses, rémunérations ou charges sous quelque forme que ce soit, incombant à la société et mis à sa charge en raison de présentes, sont évalués approximativement à MILLE TROIS CENTS EUROS (1.300,-EUR).

DONT ACTE, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée au mandataire du comparant, connu du notaire par ses nom, prénoms, état et demeure, celui-ci a signé le présent acte avec le notaire.

Signé: M. BECKER, G. LECUIT.

Enregistré à Luxembourg Actes Civils, le 28 novembre 2011. Relation: LAC/2011/52659. Reçu soixante-quinze euros (EUR 75,-)

Le Receveur (signé): F. SAND.

POUR EXPEDITION CONFORME, délivrée aux fins de publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 14 décembre 2011.

Référence de publication: 2011171905/100.

(110199272) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Pitney Bowes Luxembourg, Société à responsabilité limitée.

Capital social: EUR 13.000,00.

Siège social: L-8399 Windhof (Koerich), 9, rue des Trois Cantons.

R.C.S. Luxembourg B 94.736.

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EXTRAIT

En date du 17 novembre 2011 l'associé unique de la Société

- a accepté la démission de Monsieur Patrick Keddy en tant que gérant de la société avec effet au 31 décembre 2010;

- a accepté la démission de Madame Helen Margaret Jesson en tant que gérant de la société avec effet immédiat au 29 juin 2011;

- a décidé de révoquer Monsieur André Theismann en tant que directeur technique de la société avec effet au 27 juillet 2011;

- a décidé de nommer Monsieur Ralf Spielberger, gérant, demeurant à Fenchelring 3, 65191 Wiesbaden, Allemagne, en tant que nouveau gérant avec effet immédiat et pour une période se terminant lors de l'assemblée générale annuelle qui se tiendra en 2015.

L'associé unique de Pitney Bowes Luxembourg a ensuite décidé de renommer Monsieur Gerard Willsher et Monsieur Guido Rietti en tant que gérant avec effet immédiat et pour une période se terminant lors de l'assemblée générale annuelle qui se tiendra en 2015.

Le conseil de gérance se compose comme suit:

- Monsieur Gerard Richard Willsher,

- Monsieur Guido Rietti, et

- Monsieur Ralf Spielberger.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour Pitney Bowes Luxembourg

Référence de publication: 2011174381/27.

(110202145) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

Quadrat Holding S.à r.l., Société à responsabilité limitée.

Siège social: L-1536 Luxembourg, 2, rue du Fossé.

R.C.S. Luxembourg B 165.242.

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STATUTES

In the year two thousand and eleven, on the eighth day of December.

Before Us Me Carlo WERSANDT, notary residing in Luxembourg, Grand Duchy of Luxembourg;

There appeared:

"GS Lux Management Services S.à r.l.", a société à responsabilité limitée formed and existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under registration number B 88.045, having its registered office at 2, Rue du Fossé, L-1536 Luxembourg, here represented by two members of the board of Managers:

- Mrs. Nicole GÖTZ, manager, with professional address in Luxembourg; and

- Mr. Maxime NINO, manager, with professional address in Luxembourg.

Such appearing party, represented as stated above, has requested the notary to draw up the following articles of incorporation of a société à responsabilité limitée, which it declares to form:

Title I. - Object - Denomination - Registered office Duration

Art. 1. There is hereby formed a société à responsabilité limitée governed by actual laws, in particular the law of August 10 th , 1915 on commercial companies, as amended from time to time, the law of September 18 th , 1933 on limited liability companies, as amended, as well as the present articles of incorporation.

Art. 2. The denomination of the company is "Quadrat Holding S.à r.l.".

Art. 3. The registered office of the company is established in Luxembourg.

If extraordinary political or economic events occur or are imminent, which might interfere with the normal activity at the registered office, or with easy communication between this office and abroad, the registered office may be declared to have been transferred abroad provisionally until the complete cessation of these abnormal circumstances.

Such decision, however, shall have no effect on the nationality of the company. Such declaration of the transfer of the registered office shall be made and brought to the attention of third parties by the organ of the company, which is best situated for this purpose under such circumstances.

Art. 4. The company shall have as its business purpose the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind, the possession, the administration, the development and the management of its portfolio.

The company may participate in the establishment and development of any financial, industrial or commercial enterprises and may render any assistance by way of loan, guarantees or otherwise to subsidiaries or affiliated companies. The company may borrow in any form.

In general, it may take any controlling and supervisory measures and carry out any financial, movable or immovable, commercial and industrial operation, which it may deem useful in the accomplishment and development of its purpose.

Art. 5. The company is formed for an unlimited period of time.

Title II. - Capital - Parts

Art. 6. The capital is fixed at sixteen thousand Swiss francs (16,000.-CHF) represented by one million six hundred thousand (1,600,000) shares with a nominal value of one cent Swiss franc (0.01CHF) each.

The company shall have an authorized capital of one hundred and twenty-four million Swiss francs (124,000,000 CHF) represented by twelve billion four hundred million (12,400,000,000) shares having a par value of one cent Swiss franc (0.01 CHF) each.

The Board of Managers is authorised and appointed:

– to increase from time to time the subscribed capital of the company within the limits of the authorised capital, at once or by successive portions, by issuance of new shares with or without share premium, to be paid up in cash, by contribution in kind, by conversion of shareholders' claims, by conversion of convertible preferred equity certificates or other convertible notes or similar instruments or, upon approval of the annual general meeting of shareholders, by incorporation of profits or reserves into capital;

– to determine the place and the date of the issuance or of the successive issuances, the terms and conditions of subscription and payment of the additional shares.

Such authorisation is valid for a period of five years starting from the date of publication of the present deed.

The period of this authority may be extended by resolution of the sole shareholder or, as the case may be, of the general meeting of shareholders, from time to time, in the manner required for amendment of these articles of association.

The Board of Managers is authorised to determine the conditions attached to any subscription for shares. In case of issuance of shares, the Board of Managers of the Company may, in its sole discretion, decide the amounts to be issued.

When the Board of Managers effects a whole or partial increase in capital pursuant to the provisions referred to above, it shall be obliged to take steps to amend this article in order to record the change and the Company.s management is authorised to take or authorise the steps required for the execution and publication of such amendment in accordance with the law.

Art. 7. Every share entitles its owner to one vote.

Shares are freely transferable among shareholders. Transfer of shares inter vivos to non shareholders may only be made with the prior approval of shareholders representing three quarters of the corporate capital.

Otherwise it is referred to the provisions of articles 189 and 190 of the law of August 10 th , 1915 on commercial companies.

The shares are indivisible with regard to the company, which admits only one owner for each of them.

Shares in the company shall not be redeemable at the request of a shareholder.

The company, however, may redeem its shares whenever the Board of Managers considers this to be in the best interest of the company, subject to the terms and conditions it shall determine and within the limitations set forth by these articles and by law.

Unless the share redemption is immediately followed by a share capital reduction, any such redemption shall only be made out of the company.s retained profits and noncompulsory reserves, including any paid-in surplus but excluding any reserve required by Luxembourg law. The redemption price shall be determined by the Board of Managers.

Art. 8. The life of the company does not terminate by death, suspension of civil rights, bankruptcy or insolvency of any shareholder.

Art. 9. A shareholder as well as the heirs and representatives or entitled persons and creditors of a shareholder cannot, under any circumstances, request the affixing of seals on the assets and documents of the company, nor become involved in any way in its administration.

In order to exercise their rights they have to refer to financial statements and to the decisions of the general meetings.

Title III. - Management

Art. 10. The company is managed by one or several managers, who need not be shareholders.

In case of plurality of managers, the managers shall form a board of managers being the corporate body in charge of the Company.s management and representation. To the extend applicable and where the term "sole manager" is not expressly mentioned in these articles of association, a reference to the "board of managers" used in these articles of association shall be read as a reference to the "sole manager".

The managers will be appointed by the general meeting of shareholders with or without limitation of their period of office. The general meeting of shareholders has the power to remove managers at any time without giving reasons.

The Board of Managers elects among its members a chairman; in the absence of the chairman, another manager may preside over the meeting.

A manager unable to take part in a meeting may delegate by letter, telex, telefax or telegram another member of the Board to represent him at the meeting and to vote in his name.

Any member of the Board of Managers who participates in the proceedings of a meeting of the Board of Managers by means of a communications device (including a telephone or a video conference) which allows all the other members of the Board of Managers present at such meeting (whether in person, or by proxy, or by means of such communications device) to hear and to be heard by the other members at any time shall be deemed to be present in person at such meeting, and shall be counted when reckoning a quorum and shall be entitled to vote on matters considered at such meeting. Members of the Board of Managers who participate in the proceedings of a meeting of the Board of Managers by means of such a communications device shall ratify their votes so cast by signing one copy of the minutes of the meeting.

The Board of Managers convenes upon call by the chairman, or any third party delegated by him or by any manager, as often as the interest of the company so requires.

The Board of Managers can validly deliberate and act only if the majority of managers is present or represented.

Resolutions shall be passed with the favourable vote of the majority of managers present or represented.

Circular resolutions signed by all members of the Board of Managers will be as valid and effective as if passed at a meeting duly convened and held. Such signatures may appear on a single document or multiple copies of an identical resolution.

The resolutions of the Board of Managers will be recorded in minutes signed by all of the members who took part at the deliberation.

Copies or extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two managers.

Art. 11. The Board of Managers is invested with the broadest powers to perform all acts of administration and disposition in compliance with the corporate object.

All powers not expressly reserved by law or by the present articles of association to the general meeting of shareholders fall within the competence of the Board of Managers.

The Board of Managers may pay interim dividends, provided that prior to such authorisation, the Board of Managers shall be in possession of interim accounts of the company, which provide evidence that sufficient funds are available to pay such interim dividend.

In the event of a vacancy on the Board of Managers, the remaining managers have the right to provisionally fill the vacancy, such decision to be ratified by the next general meeting.

The powers and remunerations of any managers possibly appointed at a later date in addition to or in the place of the first managers will be determined in the act of nomination.

Art. 12. The Board of Managers may delegate its powers to conduct the daily management of the company to one or more managers, who will be called Managing Director(s).

The Board of Managers may also delegate the power of company.s representation to one or several managers or to any other person, shareholder or not, who will represent individually or jointly the company for specific transactions as determined by the Board of Managers.

Any manager, appointed as described in the previous paragraph, may issue a power of attorney, by his or her sole signature, as required, in order to give a special power to an attorney (ad hoc agent) to represent individually the company for specific purposes as determined in the special power of attorney.

Art. 13. The company is bound by the sole signature of any one manager for decisions having a value of an amount of up to twelve thousand Swiss francs (12,000.-CHF). For decisions having a value of an amount over twelve thousand Swiss francs (12,000.CHF), the company is bound by the joint signature of its sole manager and in case of plurality of managers, by the joint signature of at least two managers.

Art. 14. Any manager does not contract in his function any personal obligation concerning the commitments regularly taken by him in the name of the company; as a proxy holder he is only responsible for the execution of his mandate.

Title IV. - General meeting of the shareholders

Art. 15. The sole shareholder shall exercise all powers vested with the general meeting of shareholders under section XII of the law of August 10 th , 1915 on commercial companies as amended.

All decisions exceeding the powers of the Board of Managers shall be taken by the sole shareholder or, as the case may be, by the general meeting of the shareholders. Any such decisions shall be in writing and shall be recorded on a special register.

In case there is more than one but less than twenty-five shareholders, decisions of shareholders shall be taken in a general meeting or by written consultation at the initiative of the Board of Managers. No decision is deemed validly taken until it has been adopted by the shareholders representing more than fifty per cent (50%) of the capital.

General meetings of shareholders shall be held in Luxembourg. Attendance by virtue of proxy is possible.

Title V. - Financial year - Profits - Reserves

Art. 16. The company's financial year runs from the first of January to the thirty-first of December of each year. Exceptionally the first financial year shall begin on the day of incorporation and close on December 31 st , 2012.

Art. 17. Each year, as of December 31 st , the Board of Managers will draw up the balance sheet, which will contain a record of the property of the company together with its debts and liabilities and be accompanied by an annex containing a summary of all the commitments and debts of the managers to the company.

At the same time the Board of Managers will prepare a profit and loss account, which will be submitted to the general meeting of shareholders together with the balance sheet.

Art. 18. Each shareholder may inspect at the registered office the inventory, the balance sheet and the profit and loss account during the fortnight preceding the annual general meeting.

Art. 19. The credit balance of the profit and loss account, after deduction of the expenses, costs, amortizations, charges and provisions represents the net profit of the company.

Each year, five percent (5%) of the net profit will be transferred to the statutory reserve. This deduction ceases to be compulsory when the statutory reserve amounts to one tenth of the capital but must be resumed until the reserve fund is entirely reconstituted if, any time and for any reason whatever, it has been touched. The balance is at the disposal of the general meeting of shareholders.

Art. 20. In the event of a dissolution of the company, the liquidation will be carried out by one or more liquidators who need not to be shareholders, designated by the meeting of shareholders at the majority defined by article 142 of the law of August 10 th , 1915 on commercial companies, as amended.

The liquidator(s) shall be invested with the broadest powers for the realization of the assets and payment of the debts.

Art. 21. For all matters not provided for in the present articles of incorporation, the parties refer to the existing laws.

Subscription and Payment

The Articles thus having been established, the one million six hundred thousand (1,600,000) shares have been subscribed by the sole shareholder, "GS Lux Management Services S.à r.l.", predesignated and fully paid up by payment in cash, so that the amount of sixteen thousand Swiss francs (16,000.-CHF) is now available to the company, evidence thereof having been given to the notary.

Valuation and Costs

The aggregate amount of the costs, expenditures, remunerations or expenses, in any form whatsoever, which the company incurs or for which it is liable by reason of its organisation, is approximately EUR 1,000 (one thousand Euro).

Resolutions taken by the sole shareholder

The aforementioned appearing party, representing the whole of the subscribed share capital, has adopted the following resolutions as sole shareholder:

1) The number of managers is fixed at five (5)

2) Are appointed as managers for an unlimited period:

1. Mr. Michael FURTH, Director, born in Geneva, Switzerland, on April 29, 1968, professionally residing at 133, Fleet Street, Peterborough Court, London EC4A 2BB, United-Kingdom;

2. Mr. Fabrice HABLOT, Director, born in Brest, France, on March 23, 1978, professionally residing at 2, rue du Fossé, L-1536 Luxembourg;

3. Mr. Maxime NINO, Director, born in Arlon, Belgium, on December 13, 1983, professionally residing at 2, rue du Fossé, L-1536 Luxembourg;

4. Mrs. Nicole GÖTZ, Director, born in Brackenheim, Germany, on June 04, 1967, professionally residing at 2, rue du Fossé, L-1536 Luxembourg;

5. Mrs. Véronique MENARD, Director, born in Le Loroux -Bottereau, France, on October 2, 1973, professionally residing at 133, Fleet Street, Peterborough Court, London EC4A 2BB, United-Kingdom.

3) The company shall have its registered office at 2 rue du Fossé, L-1536 Luxembourg, Grand Duchy of Luxembourg.

The undersigned notary, who understands and speaks English, states herewith that on request of the proxyholders of the appearing person, the present deed is worded in English, followed by a French translation. On request of the proxyholders of the appearing person and in case of divergences between the English and the French text, the English version will prevail.

WHEREOF, the present notarial deed was drawn up in Luxembourg on the date mentioned at the beginning of this document.

The deed having been read to the proxyholders of the appearing person, which are known to the notary by their surname, Christian name, civil status and residences, the proxyholders of the appearing person signed together with the notary the present deed.

Follows the French version:

L'an deux mille onze, le huit décembre;

Pardevant Nous Maître Carlo WERSANDT, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg;

A COMPARU:

«GS Lux Management Services S.à r.l.», une „société à reponsabilité limitée constituée et opérant sous le droit du Grand-Duché du Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés du Luxembourg sous le numéro d.immatriculation B 88.045 ayant son siége social au 2, Rue du Fossé, L-1536 Luxembourg, ici représentée par deux membres du conseil de gérance:

- Madame Nicole GÖTZ, gérante, demeurant professionnellement à Luxembourg, et

- Monsieur Maxime NINO, gérant, demeurant professionnellement à Luxembourg.

Laquelle comparante, représentée comme dit ci-avant, a déclaré vouloir constituer par le présent acte une société à responsabilité limitée et a requis le notaire instrumentant d'arrêter ainsi qu'il suit les statuts:

Titre I ^{er} . - Objet - Dénomination - Siège social - Durée

Art. 1 ^{er} . Il est formé par le présent acte une société à responsabilité limitée qui sera régie par les lois actuellement en vigueur, notamment par celle du 10 août 1915 sur les sociétés commerciales, telle que modifiée, par celle du 18 septembre 1933 sur les sociétés à responsabilité limitée, telle que modifiée, ainsi que par les présents statuts.

Art. 2. La dénomination de la société est «Quadrat Holding S.à r.l.».

Art. 3. Le siège de la société est établi à Luxembourg.

Lorsque des événements extraordinaires d'ordre politique ou économique, de nature à compromettre l'activité normale au siège social ou la communication aisée avec ce siège ou de ce siège avec l'étranger se sont produits ou sont imminents, le siège social peut être transféré provisoirement à l'étranger jusqu'à cessation complète de ces circonstances anormales.

Une telle décision n'aura cependant aucun effet sur la nationalité de la société. Pareille déclaration de transfert du siège sera faite et portée à la connaissance des tiers par l'organe de la société qui est le mieux placé pour le faire dans ces circonstances.

Art. 4. La société a pour objet la prise de participations, sous quelque forme que ce soit, dans des entreprises luxembourgeoises ou étrangères, l'acquisition par achat, souscription ou de toute autre manière, ainsi que l'aliénation par vente, échange ou de toute autre manière de titres, obligations, créances, billets et autres valeurs de toutes espèces, la possession, l'administration, le développement et la gestion de son portefeuille.

La société peut participer à la création et au développement de n'importe quelle entreprise financière, industrielle ou commerciale et prêter tous concours, que ce soit par des prêts, garanties ou de toute autre manière à des sociétés filiales ou affiliées. La société peut emprunter sous toutes les formes.

D'une façon générale, elle peut prendre toutes mesures de contrôle et de surveillance et faire toutes opérations financières, mobilières ou immobilières, commerciales et industrielles qu'elle jugera utiles à l'accomplissement ou au développement de son objet.

Art. 5. La société est constituée pour une durée indéterminée.

Titre II. - Capital - Parts

Art. 6. Le capital social de la société est fixé à seize mille francs suisses (16.000,-CHF) divisé en un million six cent mille (1.600.000) parts sociales ayant une valeur nominale d'un cent de franc suisse (0,01CHF) chacune, entièrement souscrites et libérées.

La Société aura un capital social autorisé de cent vingt-quatre millions de francs suisses (124.000.000.-CHF) représenté par douze milliards quatre cent millions (12.400.000.000) de parts sociales ayant une valeur nominale d'un cent de franc suisse (0,01CHF) chacune.

Le Conseil de Gérance est autorisé à, et mandaté pour:

– augmenter le capital social de la société dans les limites du capital autorisé, en une seule fois ou par tranches successives, par émission de parts sociales nouvelles avec ou sans prime d'émission, à libérer par voie de versements en espèces, d'apports en nature, par conversion de créances, par conversion de titres préférentiels convertibles ou d'autres titres convertibles ou instruments similaires ou, sur approbation de l'assemblée générale annuelle, par voie d'incorporation de bénéfices ou réserves au capital;

– fixer le lieu et la date de l'émission ou des émissions successives, le prix d'émission, les conditions et modalités de souscription et de libération de parts sociales nouvelles;

Cette autorisation est valable pour une période de cinq ans à partir de la date de la publication du présent acte.

La durée de cette autorisation peut être étendue par décision de l'associé unique ou, selon le cas, par l'assemblée générale des associés, statuant comme en matière de modification des présents statuts.

Le Conseil de Gérance est autorisé à déterminer les conditions de souscription des parts sociales. En cas d'émission de parts sociales, le Conseil de Gérance de la Société peut décider, à sa seule discrétion, du total des émissions.

Lorsque le Conseil de Gérance effectue une augmentation partielle ou totale de capital conformément aux dispositions mentionnées ci-dessus, il sera obligé de prendre les mesures nécessaires pour modifier cet article afin de constater cette modification et la gérance de la Société est autorisée à prendre ou à autoriser toutes les mesures requises pour l'exécution et la publication de telle modification conformément à la loi.

Art. 7. Chaque part sociale donne droit à une voix.

Les parts sociales sont librement cessibles entre associés. Les cessions de parts sociales entre vifs à des tiers non associés ne peut être effectuées que moyennant l'agrément préalable des associés représentant au moins les trois quarts du capital social.

Pour le reste, il est fait renvoi aux dispositions des articles 189 et 190 de la loi du 10 août 1915 sur les sociétés commerciales telle que modifiée.

Les parts sociales sont indivisibles à l'égard de la société qui n'admet qu'un seul titulaire à son égard pour chaque part.

Les parts sociales ne sont pas remboursables à la demande des associés.

La société peut, toutefois, lorsque le Conseil de Gérance considère que cela est dans l'intérêt de la société, aux conditions et aux termes prévus par la loi et les statuts, racheter ses propres parts.

À moins que le rachat des parts soit immédiatement suivi par une réduction de capital, tout remboursement ne pourra être effectué qu'au moyen des bénéfices non distribués de la société et des réserves disponibles, en ce compris les réserves excédentaires, mais excluant les réserves légales prévues par la loi luxembourgeoise. Le prix de rachat sera déterminé par le Conseil de Gérance.

Art. 8. La faillite, l'insolvabilité, le décès ou l'incapacité d'un associé ne mettent pas fin à la société.

Art. 9. Un associé ainsi que les héritiers et représentants ou ayants droit et créanciers d'un associé ne peuvent, sous aucun prétexte, requérir l'apposition de scellés sur les biens et papiers de la société, ni s'immiscer en aucune manière dans les actes de son administration.

Ils doivent pour l'exercice de leurs droits, s'en rapporter aux inventaires sociaux et aux décisions des assemblées générales.

Titre III. - Administration

Art. 10. La société est administrée par un ou plusieurs gérants, associés ou non.

En cas de pluralité de gérants, les gérants constituent un Conseil de Gérance, étant l'organe chargé de la gérance et de la représentation de la société. Dans la mesure où le terme «gérant unique» n'est pas expressément mentionné dans les présents statuts, une référence au «Conseil de Gérance» utilisée dans les présents statuts doit être lue comme une référence au «gérant unique».

Les gérants sont nommés par l'assemblée générale des associés, pour une durée limitée ou sans limitation de durée. L'assemblée générale des associés peut révoquer les gérants à tout moment, avec ou sans motif.

Le Conseil de Gérance désigne parmi ses membres un président; en cas d'absence du président, la présidence de la réunion peut être conférée à un autre gérant présent.

Chaque gérant de la société empêché de participer à une réunion du Conseil de Gérance peut désigner par écrit, télégramme, télex ou téléfax, un autre membre du Conseil de Gérance comme son mandataire, aux fins de le représenter et de voter en son nom.

Tout membre du Conseil de Gérance qui participe à une réunion du Conseil de Gérance via un moyen de communication (incluant le téléphone ou une vidéo conférence) qui permet aux autres membres du Conseil de Gérance présents à cette réunion (soit en personne soit par mandataire ou au moyen de ce type de communication) d'entendre à tout

moment ce membre et permettant à ce membre d'entendre à tout moment les autres membres sera considéré comme étant présent en personne à cette réunion et sera pris en compte pour le calcul du quorum et autorisé à voter sur les matières traitées à cette réunion. Les membres du Conseil de Gérance qui participent à une réunion du Conseil de Gérance via un tel moyen de communication ratifieront leurs votes exprimés de cette façon en signant une copie du procès-verbal de cette réunion.

Le Conseil de Gérance se réunit sur la convocation du président, ou tout tiers délégué par lui ou par n'importe lequel de ses gérants, aussi souvent que l'intérêt de la société l'exige.

Le Conseil de Gérance ne peut délibérer et agir que si une majorité de gérants sont présents ou représentés.

Les résolutions seront adoptées si elles ont été prises à la majorité des votes des membres présents soit en personne soit par mandataire à telle réunion.

Les résolutions circulaires signées par tous les membres du Conseil de Gérance seront considérées comme étant valablement adoptées comme si une réunion valablement convoquée avait été tenue. Ces signatures pourront être apposées sur un document unique ou sur des copies multiples d'une résolution identique.

Les résolutions du Conseil de Gérance seront enregistrées sur un procès-verbal signé par tous les membres qui ont participé à la réunion.

Des copies ou extraits de ce procès-verbal à produire lors d'une procédure judiciaire ou ailleurs seront valablement signés par le Président de la réunion ou par deux gérants.

Art. 11. Le Conseil de Gérance est investi des pouvoirs les plus étendus pour faire tous les actes d'administration et de disposition qui rentrent dans l'objet social.

Il a dans sa compétence tous les actes qui ne sont pas réservés expressément par la loi et les statuts à l'assemblée générale.

Il est autorisé à verser des acomptes sur dividendes à condition qu'avant toute distribution, le Conseil de Gérance soit en possession de comptes intermédiaires de la société fournissant la preuve de l'existence de fonds suffisants à la distribution de ces acomptes sur dividendes.

En cas de vacance d'une place au Conseil de Gérance, les gérants restants ont le droit d'y pourvoir provisoirement; dans ce cas l'assemblée générale, lors de sa première réunion, procède à l'élection définitive.

Les pouvoirs et rémunérations des gérants éventuellement nommés postérieurement en sus ou en remplacement des premiers gérants seront déterminés dans l'acte de nomination.

Art. 12. Le Conseil de Gérance peut déléguer la gestion journalière de la société à un ou plusieurs gérants qui prendront la dénomination de gérants délégués.

Le Conseil de Gérance peut également déléguer le pouvoir de représentation de la société à un ou plusieurs gérants ou à toute autre personne, associé ou non, qui représentera la société individuellement ou conjointement pour des transactions spécifiques tel que déterminé par le Conseil de Gérance.

Tout gérant, tel que désigné comme décrit dans le paragraphe précédent, peut donner pouvoir spécial, par sa seule signature, à toute autre personne susceptible d'agir seule comme mandataire ad hoc de la société pour certaines tâches telles que définies dans le pouvoir spécial.

Art. 13. La société est engagée par la seule signature d'un gérant pour toute décision ayant une valeur jusqu'à un montant de douze mille francs suisses (12.000.-CHF). Concernant les décisions ayant une valeur supérieure à douze mille francs suisses (12.000.-CHF), la société est engagée par la signature de son gérant unique ou par les signatures conjointes d.au moins deux gérants en cas de pluralité de gérants.

Art. 14. Le ou les gérants ne contractent, à raison de leurs fonctions, aucune obligation personnelle relativement aux engagements régulièrement pris par eux au nom de la société; simples mandataires, ils ne sont responsables que de l'exécution de leur mandat.

Titre IV. - Assemblée générale des associés

Art. 15. L'associé unique exercera tous les droits incombant à l'assemblée générale des associés en vertu de la section XII de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée.

Toutes les décisions excédant le pouvoir du Conseil de Gérance seront prises par l'associé unique ou, selon les cas, par l'assemblée générale des associés. Les décisions de l'associé unique seront écrites et doivent être consignées sur un registre spécial.

S'il y a plus d'un, mais moins de vingt-cinq associés, les décisions des associés seront prises par l'assemblée générale ou par consultation écrite à l'initiative de la gérance. Aucune décision n'est valablement prise qu'autant qu'elle a été adoptée par des associés représentant plus de la moitié (50%) du capital social.

Les assemblées générales des associés se tiendront au Luxembourg. La représentation au moyen de procuration est admise.

Titre V. - Année comptable - Profits - Réserves

Art. 16. L'année sociale commence le premier janvier et finit le 31 décembre de chaque année, à l'exception du premier exercice qui commence en date du jour de la constitution et se termine le 31 décembre 2012.

Art. 17. Chaque année au 31 décembre, la gérance établit un état financier qui contiendra un inventaire de l'actif et du passif de la société, ainsi qu'un compte de pertes et profits, accompagné d'une annexe contenant un résumé de tous les engagements et dettes contractés par le Conseil de Gérance.

En même temps, le Conseil de Gérance dressera un compte de pertes et profits, qui sera soumis à l'assemblée générale des associés en même temps que l'inventaire.

Art. 18. Chaque associé aura le droit de consulter l'inventaire au siège social, ainsi que le compte de pertes et profits, pendant la quinzaine précédent l'assemblée générale annuelle.

Art. 19. Le solde positif du compte de pertes et profits, déduction faite des frais généraux, charges, amortissements et provisions, constitue le bénéfice net.

Sur ce bénéfice net, il est prélevé cinq pour cent (5%) pour la constitution d'un fonds de réserve; ce prélèvement cesse d'être obligatoire, dès que le fonds de réserve a atteint le dixième du capital, mais devra toutefois être repris jusqu'à entière reconstitution, si à un moment donné et pour quelque cause que ce soit, le fonds de réserve avait été entamé. L'excédent est à la libre disposition des associés.

Art. 20. En cas de dissolution de la société, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, à désigner par l'assemblée des associés à la majorité fixée par l'article 142 de la loi du 10 août 1915 sur les sociétés commerciales, telle que modifiée.

Le ou les liquidateurs auront les pouvoirs les plus étendus pour la réalisation de l'actif et le paiement du passif.

Art. 21. Pour tout ce qui n'est pas prévu dans les présents statuts, les parties se rapportent aux dispositions légales applicables.

Souscription et Libération

Les Statuts de la Société ayant été ainsi arrêtés, les un million six cent mille (1.600.000) parts sociales ont été souscrites par l'associée unique, «GS Lux Management Services S.à r.l.», prédésignée et libérées entièrement par un apport en numéraire, de sorte que le montant de 16.000,-CHF (SEIZE MILLE FRANCS SUISSES) est à la disposition de la société à partir de ce moment tel qu'il a été certifié au notaire instrumentaire.

Frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la société, ou qui sont mis à sa charge à raison de sa constitution, s'élève approximativement à EUR 1.000 (mille euros).

Résolutions prises par l'associée unique

La partie comparante pré-mentionnée, représentant l'intégralité du capital social souscrit, a pris les résolutions suivantes en tant qu'associée unique:

1) Le nombre de gérants est fixé à cinq (5).

2) Sont nommés gérants pour une période indéterminée:

1. Monsieur Michael FURTH, Director, né à Genève, Suisse, le 29 avril 1968, demeurant professionnellement à 133, Fleet Street, Peterborough Court, London EC4A 2BB, Royaume-Uni;

2. Monsieur Fabrice HABLOT, Director, né à Brest, France, le 23 mars 1978, demeurant professionnellement au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg;

3. Monsieur Maxime NINO, Director, né à Arlon, Belgique, le 13 décembre 1983, demeurant professionnellement au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg;

4. Madame Nicole GÖTZ, Director, née à Brackenheim, Allemagne, le 4 juin 1967 demeurant professionnellement au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg;

5. Madame Véronique MENARD, Director, née à Le Loroux -Bottereau, France, le 2 Octobre 1973, demeurant professionnellement au 133, Fleet Street, Peterborough Court, Londres EC4A 2BB, Royaume-Uni.

3) Le siège social de la société est établi au 2, rue du Fossé, L-1536 Luxembourg, Grand-Duché de Luxembourg.

Le notaire soussigné qui comprend et parle la langue anglaise, déclare que sur la demande des représentants de la partie comparante, le présent acte est rédigé en langue anglaise suivi d'une version française; à la demande des représentants de la partie comparante et en cas de divergences entre la version anglaise et la version française, le texte anglais fera foi.

DONT ACTE, fait et passé à Luxembourg, date qu'en tête des présentes.

Lecture faite aux représentants de la partie comparante, connus du notaire instrumentant par noms, prénoms, états et demeures, les représentants de la partie comparante ont signé avec le notaire le présent acte.

Signé: N. GÖTZ, M. NINO, C. WERSANDT.

Enregistré à Luxembourg A.C., le 9 décembre 2011. LAC/2011/54818. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Francis SANDT.

POUR EXPEDITION CONFORME, délivrée.

Luxembourg, le 13 décembre 2011.

Référence de publication: 2011170929/410.

(110198158) Déposé au registre de commerce et des sociétés de Luxembourg, le 14 décembre 2011.

United Biscuits LuxCo GP S.à r.l., Société à responsabilité limitée.

Capital social: GBP 15.000,00.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 122.101.

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Extrait des résolutions adoptées par l'assemblée générale annuelle des associés de la société en date du 14 décembre 2011

Les associés de la Société ont décidé de renouveler le mandat de Ernst & Young, société anonyme en tant que réviseur d'entreprises agréé de la Société pour une durée déterminée prenant fin lors de l'assemblée générale des associés qui approuvera les comptes annuels clos au 31 décembre 2011.

Pour extrait, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

United Biscuits LuxCo GP S.à r.l.
Signature
Un mandataire

Référence de publication: 2011172088/16.

(110199310) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

United Biscuits LuxCo S.C.A., Société en Commandite par Actions.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 122.463.

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Extrait des résolutions adoptées par l'assemblée générale annuelle des actionnaires de la société en date du 14 décembre 2011

Les actionnaires de la Société ont décidé de renouveler le mandat de Ernst & Young, société anonyme en tant que réviseur d'entreprises agréé de la Société pour une durée déterminée prenant fin lors de l'assemblée générale des actionnaires de la Société qui approuvera les comptes annuels clos au 31 décembre 2011.

Pour extrait, aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

United Biscuits LuxCo S.C.A.
Signature
Un mandataire

Référence de publication: 2011172090/15.

(110199311) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Wolf Capital S.à r.l., Société à responsabilité limitée unipersonnelle.

Siège social: L-1160 Luxembourg, 28, boulevard d'Avranches.

R.C.S. Luxembourg B 128.303.

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Extrait des résolutions de l'associé unique prises en date du 30 novembre 2011

Il résulte des décisions des Associés prises en date du 30 novembre 2011 que:

- La démission de Monsieur Massimo Armanini, directeur, avec adresse professionnel, 3, via V. Monti, I-20123 Milan, de ses fonctions de gérant de société est acceptée et ce, avec effet immédiat.

- La nomination d'un gérant de catégorie A de Monsieur Cristian D'Ippolito, avec adresse professionnel, 1 via degli Albrizzi, CH -6900 Lugano pour une durée indéterminée. Conformément aux statuts, la société est engagée par la signature conjointe d'un gérant de catégorie A et d'un gérant de catégorie B.

Luxembourg, le 30 novembre 2011.
Pour extrait conforme
Pour la Société
Signature
Un mandataire

Référence de publication: 2011172120/19.

(110199380) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Credit Suisse Private Equity Platform Management S.à r.l., Société à responsabilité limitée.

Capital social: USD 20.000,00.

Siège social: L-1855 Luxembourg, 47, avenue J.F. Kennedy.

R.C.S. Luxembourg B 158.623.

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Extrait des résolutions adoptées par le conseil de gérance de la Société le 18 novembre 2011

Le conseil de gérance de la Société a décidé de transférer le siège social de la Société du 6, rue Philippe II, L-2340 Luxembourg, au 47, avenue John F. Kennedy, L-1855 Luxembourg avec effet au 5 décembre 2011.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour de la Société
Signature
Un mandataire

Référence de publication: 2011172161/15.

(110199484) Déposé au registre de commerce et des sociétés de Luxembourg, le 15 décembre 2011.

Eufin Compagnie Financière S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 26, boulevard Royal.

R.C.S. Luxembourg B 82.968.

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Les comptes annuels au 31.12.2009 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

EUFIN COMPAGNIE FINANCIERE S.A.
Signatures

Référence de publication: 2011172413/11.

(110200884) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 décembre 2011.

World Motors White S.C.A., Société en Commandite par Actions.

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 115.621.

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Le Bilan et l'affectation du résultat au 31 décembre 2010 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 13 décembre 2011.
WORLD MOTORS WHITE S.C.A.
Mutua (Luxembourg) S.A.
Signatures
Mandataire

Référence de publication: 2011174947/15.

(110203916) Déposé au registre de commerce et des sociétés de Luxembourg, le 20 décembre 2011.

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